



QUARTERLY STATEMENT

AS OF JUNE 30, 2012  
OF THE CONDITION AND AFFAIRS OF THE

Health Alliance Plan of Michigan

NAIC Group Code	1311	(Current Period)	1311	(Prior Period)	NAIC Company Code	95844	Employer's ID Number	38-2242827
Organized under the Laws of	Michigan				State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States							
Licensed as business type:	Life, Accident & Health [ ]		Property/Casualty [ ]		Hospital, Medical & Dental Service or Indemnity [ ]			
	Dental Service Corporation [ ]		Vision Service Corporation [ ]		Health Maintenance Organization [ X ]			
	Other [ ]				Is HMO, Federally Qualified? Yes [ X ] No [ ]			
Incorporated/Organized	06/27/1978		Commenced Business		02/08/1979			
Statutory Home Office	2850 West Grand Boulevard				Detroit, MI 48202			
	(Street and Number)				(City or Town, State and Zip Code)			
Main Administrative Office	2850 West Grand Boulevard		Detroit, MI 48202		313-872-8100			
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)			
Mail Address	2850 West Grand Boulevard		Detroit, MI 48202					
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)					
Primary Location of Books and Records	2850 West Grand Boulevard		Detroit, MI 48202		248-443-1093			
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)			
Internet Web Site Address	www.hap.org							
Statutory Statement Contact	Dianna L Ronan CPA				248-443-1093			
	(Name)				(Area Code) (Telephone Number) (Extension)			
	dronan@hap.org				248-443-8610			
	(E-mail Address)				(FAX Number)			

OFFICERS

Name	Title	Name	Title
William R Alvin	President and CEO	Ronald W Berry	Treasurer
Jeanne Dunk	Secretary	Irita B Matthews #	Assistant Secretary

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

William R Alvin	Cindy Bala-Brusilow Ph D	Marvin W Beatty	Shari Burgess #
William A Conway MD	Linda Ewing	Lauren B Foster CPA #	Joyce V Hayes-Giles
Jamie C Hsu Ph D	Kirk J Lewis	Jackie Martin	Robin Scales-Wooten
Nancy Schlichting	Rebecca R Smith	Susie M Wells	

State of .....Michigan.....

County of .....Wayne.....

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The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

William R Alvin  
President and CEO

Ronald W Berry  
Treasurer

Jeanne Dunk  
Secretary

a. Is this an original filing? Yes [ X ] No [ ]

- b. If no:
1. State the amendment number
  2. Date filed
  3. Number of pages attached

Subscribed and sworn to before me this  
day of ,

Roderick Irwin Curry, Notary  
August 14 2013

STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

ASSETS

	Current Statement Date			4  December 31 Prior Year Net Admitted Assets
	1  Assets	2  Nonadmitted Assets	3  Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	101,746,690		101,746,690	152,922,363
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	202,304,887	44,640,621	157,664,266	163,676,324
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....	3,466,832	2,742,977	723,855	738,125
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....2,988,020 ), cash equivalents (\$ .....0 ) and short-term investments (\$ .....189,832,768 ) .....	192,820,788		192,820,788	118,010,371
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....	98,650		98,650	21,488
8. Other invested assets .....	706,217		706,217	743,382
9. Receivables for securities .....	6,251,630		6,251,630	5,464,335
10. Securities lending reinvested collateral assets .....			0	0
11. Aggregate write-ins for invested assets .....	1,327,004	0	1,327,004	1,321,538
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	508,722,699	47,383,598	461,339,102	442,897,927
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	770,492		770,492	1,115,794
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	66,572,114		66,572,114	46,597,061
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....			0	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....	475,000		475,000	475,000
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
18.2 Net deferred tax asset .....			0	0
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....	40,626,787	36,789,553	3,837,235	2,903,872
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	579,735	579,735	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....	2,451,605		2,451,605	3,046,657
24. Health care (\$ .....3,378,843 ) and other amounts receivable .....	3,378,843		3,378,843	4,410,827
25. Aggregate write-ins for other than invested assets .....	2,972,977	2,872,850	100,127	82,725
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	626,550,252	87,625,736	538,924,516	501,529,862
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27)	626,550,252	87,625,736	538,924,516	501,529,862
<b>DETAILS OF WRITE-INS</b>				
1101. Deferred Compensation .....	1,078,376		1,078,376	1,074,239
1102. Rabbi Trust .....	248,628		248,628	247,299
1103. ....			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	1,327,004	0	1,327,004	1,321,538
2501. Prepaid Expense .....	2,792,230	2,792,230	0	0
2502. Intangible Asset .....	80,620	80,620	0	0
2503. Other Assets .....	57,843		57,843	57,843
2598. Summary of remaining write-ins for Line 25 from overflow page .....	42,283	0	42,283	24,881
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	2,972,977	2,872,850	100,127	82,725

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded).....	141,740,392	2,828,557	144,568,949	123,571,222
2. Accrued medical incentive pool and bonus amounts .....	2,392,666		2,392,666	6,194,260
3. Unpaid claims adjustment expenses .....	1,252,881		1,252,881	1,151,572
4. Aggregate health policy reserves including the liability of \$ ..... for medical loss ratio rebate per the Public Health Service Act .....	270,003		270,003	270,003
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....			0	0
8. Premiums received in advance .....	54,939,451		54,939,451	14,759,302
9. General expenses due or accrued .....	23,931,841		23,931,841	26,878,887
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable .....			0	0
12. Amounts withheld or retained for the account of others .....			0	0
13. Remittances and items not allocated .....			0	0
14. Borrowed money (including \$ .....5,416,667 current) and interest thereon \$ .....36,803 (including \$ .....36,803 current) .....	47,083,333		47,083,333	50,000,000
15. Amounts due to parent, subsidiaries and affiliates .....	2,715,904		2,715,904	1,579,319
16. Derivatives.....	147,241		147,241	206,805
17. Payable for securities .....	3,190,915		3,190,915	7,630,575
18. Payable for securities lending .....			0	0
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers).....			0	0
20. Reinsurance in unauthorized companies .....			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
22. Liability for amounts held under uninsured plans .....	200,000		200,000	0
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	25,448,670	0	25,448,670	30,727,302
24. Total liabilities (Lines 1 to 23).....	303,313,297	2,828,557	306,141,854	262,969,246
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX		0
27. Preferred capital stock .....	XXX	XXX		0
28. Gross paid in and contributed surplus .....	XXX	XXX		0
29. Surplus notes .....	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	232,782,662	238,560,616
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	232,782,662	238,560,616
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	538,924,516	501,529,862
DETAILS OF WRITE-INS				
2301. Pension Liability - Long Term.....	22,823,820		22,823,820	22,551,660
2302. Retiree Health Benefits.....	1,196,944		1,196,944	1,147,373
2303. Deferred Compensation.....	1,078,376		1,078,376	1,074,239
2398. Summary of remaining write-ins for Line 23 from overflow page .....	349,529	0	349,529	5,954,030
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	25,448,670	0	25,448,670	30,727,302
2501. ....	XXX	XXX		0
2502. ....	XXX	XXX		0
2503. ....	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001. ....	XXX	XXX		0
3002. ....	XXX	XXX		0
3003. ....	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	2,069,369	1,996,728	3,985,522
2. Net premium income (including \$ non-health premium income).....	XXX	947,684,830	893,379,423	1,791,333,734
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0	0
4. Fee-for-service (net of \$ medical expenses) .....	XXX		0	0
5. Risk revenue .....	XXX		0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	(2,049)	0	1,058
8. Total revenues (Lines 2 to 7) .....	XXX	947,682,781	893,379,423	1,791,334,792
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		625,587,574	597,166,786	1,156,846,610
10. Other professional services .....			0	0
11. Outside referrals .....		31,781,392	30,681,697	72,238,079
12. Emergency room and out-of-area .....		81,548,570	70,684,080	165,327,115
13. Prescription drugs .....		121,927,026	115,190,228	228,289,068
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		2,054,003	3,276,384	4,475,732
16. Subtotal (Lines 9 to 15) .....	0	862,898,565	816,999,175	1,627,176,604
<b>Less:</b>				
17. Net reinsurance recoveries .....			0	0
18. Total hospital and medical (Lines 16 minus 17) .....	0	862,898,565	816,999,175	1,627,176,604
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 7,915,591 cost containment expenses.....		12,452,120	8,932,667	23,295,552
21. General administrative expenses.....		71,386,535	59,265,228	124,063,824
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22) .....	0	946,737,220	885,197,070	1,774,535,981
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	945,561	8,182,353	16,798,811
25. Net investment income earned .....		2,739,076	2,782,707	6,131,075
26. Net realized capital gains (losses) less capital gains tax of \$ .....		1,679,212	362,142	849,316
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	4,418,288	3,144,849	6,980,391
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ) (amount charged off \$ )] .....			0	0
29. Aggregate write-ins for other income or expenses .....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	5,363,849	11,327,203	23,779,202
31. Federal and foreign income taxes incurred .....	XXX		0	0
32. Net income (loss) (Lines 30 minus 31) .....	XXX	5,363,849	11,327,203	23,779,202
<b>DETAILS OF WRITE-INS</b>				
0601. ....	XXX		0	0
0602. ....	XXX		0	0
0603. ....	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	0	0	0
0701. Gain/(Loss) on Sale of Assets.....	XXX	(2,049)	0	1,058
0702. ....	XXX		0	0
0703. ....	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	(2,049)	0	1,058
1401. ....			0	0
1402. ....			0	0
1403. ....			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0	0
2901. ....			0	0
2902. ....			0	0
2903. ....			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	238,560,616	284,967,190	284,967,190
34. Net income or (loss) from Line 32 .....	5,363,849	11,327,203	23,779,202
35. Change in valuation basis of aggregate policy and claim reserves .....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....	3,101,873	4,042,179	6,227,419
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0	111,053
38. Change in net deferred income tax .....		0	0
39. Change in nonadmitted assets .....	(14,243,676)	(10,522,242)	(53,225,810)
40. Change in unauthorized reinsurance .....	0	0	0
41. Change in treasury stock .....		0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles .....		0	0
44. Capital Changes:			
44.1 Paid in .....		0	0
44.2 Transferred from surplus (Stock Dividend) .....		0	0
44.3 Transferred to surplus .....		0	0
45. Surplus adjustments:			
45.1 Paid in .....		0	0
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....		0	0
46. Dividends to stockholders .....		0	0
47. Aggregate write-ins for gains or (losses) in surplus .....	0	(2,057,739)	(23,298,437)
48. Net change in capital and surplus (Lines 34 to 47) .....	(5,777,954)	2,789,401	(46,406,574)
49. Capital and surplus end of reporting period (Line 33 plus 48)	232,782,662	287,756,591	238,560,616
<b>DETAILS OF WRITE-INS</b>			
4701. Correction of an Immaterial Error - 2010 Pension Reporting.....		(2,057,739)	(2,057,739)
4702. Additional Pension Liability.....		0	(18,843,945)
4703. Correction of an Immaterial Error - Goodwill Amortization.....		0	(2,396,753)
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	(2,057,739)	(23,298,437)

CASH FLOW

	1	2	3
	Current Year	Prior Year	Prior Year Ended
	To Date	To Date	December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance.....	967,889,928	882,544,942	1,775,316,009
2. Net investment income .....	3,726,233	3,428,249	7,807,217
3. Miscellaneous income .....	(17,402)	2,317	0
4. Total (Lines 1 to 3) .....	971,598,758	885,975,509	1,783,123,226
5. Benefit and loss related payments .....	844,670,448	801,439,209	1,618,312,433
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	87,445,877	68,376,080	133,076,401
8. Dividends paid to policyholders .....		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9) .....	932,116,325	869,815,289	1,751,388,835
11. Net cash from operations (Line 4 minus Line 10) .....	39,482,433	16,160,219	31,734,391
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	171,437,707	256,502,161	443,744,343
12.2 Stocks .....	10,028,826	13,939,007	13,966,894
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	181,466,533	270,441,168	457,711,237
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	120,004,114	304,487,406	485,947,019
13.2 Stocks .....	2,259,776	13,797,900	110,443,429
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	10,965,692	255,978
13.6 Miscellaneous applications .....	5,226,954	5,428,613	990,652
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	127,490,844	334,679,611	597,637,078
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	53,975,689	(64,238,444)	(139,925,841)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds .....	(2,916,667)	0	55,030,000
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....		0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied).....	(15,731,039)	(6,950,491)	(22,082,161)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(18,647,705)	(6,950,491)	32,947,839
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	74,810,417	(55,028,715)	(75,243,611)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	118,010,371	193,253,982	193,253,982
19.2 End of period (Line 18 plus Line 19.1) .....	192,820,788	138,225,267	118,010,371

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001. Accrued Business Acquisition Costs.....		0	5,030,000
20.0002. ....		0	0
20.0003. ....		0	0

STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year .....	331,214	2,068	271,249	.0	.0	.0	18,619	.39,278	.0	.0
2 First Quarter .....	345,576	1,902	283,848	.0	.0	.0	19,728	.40,098	.0	.0
3 Second Quarter .....	342,859	1,781	281,122	.0	.0	.0	19,665	.40,291	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6 Current Year Member Months	2,069,369	11,327	1,698,935				118,563	240,544		
Total Member Ambulatory Encounters for Period:										
7. Physician .....	679,557	3,799	529,398				35,265	111,095		
8. Non-Physician .....	43,567	225	28,502				1,997	12,843		
9. Total	723,124	4,024	557,900	0	0	0	37,262	123,938	0	0
10. Hospital Patient Days Incurred	116,137	450	38,769				3,102	73,816		
11. Number of Inpatient Admissions	23,669	88	9,527				746	13,308		
12. Health Premiums Written (a).....	942,007,372	5,251,788	633,226,180				56,684,119	246,845,285		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	947,684,830	5,299,483	638,855,943				56,684,119	246,845,285		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	844,670,448	4,722,664	569,427,924				48,930,546	221,589,314		
18. Amount Incurred for Provision of Health Care Services	862,898,565	4,759,220	573,835,594				50,233,466	234,070,285		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 246,845,285

## CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]



UNDERWRITING AND INVESTMENT EXHIBIT  
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	66,443,764	501,851,227	25,852,022	80,543,548	92,295,786	99,181,734
2. Medicare Supplement .....					0	0
3. Dental Only .....					0	0
4. Vision Only .....					0	0
5. Federal Employees Health Benefits Plan .....	5,275,503	43,655,043	1,293,125	5,129,523	6,568,628	5,119,728
6. Title XVIII - Medicare .....	13,494,257	208,095,057	2,055,196	29,695,535	15,549,453	19,269,760
7. Title XIX - Medicaid .....					0	0
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8).....	85,213,524	753,601,327	29,200,343	115,368,606	114,413,867	123,571,222
10. Health care receivables (a) .....					0	0
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....	5,855,597		388,663	2,004,003	6,244,260	6,194,260
13. Totals (Lines 9-10+11+12)	91,069,121	753,601,327	29,589,006	117,372,609	120,658,127	129,765,482

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

## NOTES TO FINANCIAL STATEMENTS

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements of Health Alliance Plan of Michigan have been completed in accordance with the NAIC Accounting Practices and Procedures Manual (NAPPM). Health Alliance Plan does not utilize accounting practices that depart from the NAPPM, including different practices required by state law. Health Alliance Plan does not have any transactions which have not been addressed by NAIC statutory accounting practices and procedures.

### 2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

Not applicable.

### 3. BUSINESS COMBINATIONS AND GOODWILL

Not applicable.

### 4. DISCONTINUED OPERATIONS

Not applicable.

### 5. INVESTMENTS

A. Mortgage Loans, including Mezzanine Real Estate Loans - Not applicable.

B. Debt Restructuring - Not applicable.

C. Reverse Mortgages - Not applicable.

D. Loan-Backed Securities

(1) Prepayment assumptions for loan-backed and asset backed securities are obtained from broker dealer survey values.

(2) - (3) Securities with a recognized other-than-temporary-impairment(OTTI): HAP has not recognized any OTTI.

(4) Loan-backed securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss:

a. The aggregate amount of unrealized losses:

1. Less than 12 months \$174,000.
2. 12 months or longer \$ 31,000.

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months \$27,875,000.
2. 12 months or longer \$ 1,811,000.

(5) In considering whether an investment is other-than-temporarily impaired, management considers its ability and intent to hold the investment, the severity of the decline in fair value and the duration of the impairment, among other factors. Management has determined that it has the ability and intent to hold indefinitely its investment in loan-backed securities and that the severity and duration of any impairments are insufficient to indicate an other-than-temporary impairment.

E. Repurchase Agreements and/or Securities Lending Transactions - Not applicable.

HAP does not enter into securities lending transactions.

F. Real Estate - No significant change.

G. Investments in Low-Income Housing Tax Credits - Not applicable.

### 6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

A. Health Alliance Plan has no investments in Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of its admitted assets.

B. Impaired investments in Joint Ventures, Partnerships and Limited Liability Companies - Not applicable.

### 7. INVESTMENT INCOME

Not applicable.

## NOTES TO FINANCIAL STATEMENTS

### 8. DERIVATIVE INSTRUMENTS

A. Discussion of the market risk, credit risk and cash requirements of derivatives - No significant change.

B. Description of the Corporation's objectives for using derivatives - No significant change.

C. Description of the Corporation's accounting policies for derivatives - No significant change.

D. HAP does not have any net gain or loss recognized in unrealized gains or losses excluded from the assessment of hedge effectiveness.

E. The net gain or loss recognized in unrealized gains or losses resulting from futures and swaption contracts that no longer qualify for hedge accounting - not applicable.

F. Derivatives accounted for as cash flow hedges of a forecasted transaction - not applicable.

### 9. INCOME TAXES

Not applicable.

### 10. INFORMATION CONCERNING PARENT, SUBSIDIARIES AND AFFILIATES

No significant change.

### 11. DEBT

Not applicable.

### 12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change.

### 13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

1. Capital Stock - not applicable

2. Preferred Stock - not applicable.

3. Dividend Restrictions - no significant change.

4. Dividends Paid - not applicable.

5. Portion of Company's profits that may be paid as ordinary dividends - no significant change.

6. Restrictions on unassigned funds (surplus) - not applicable.

7. Advances to surplus not repaid - not applicable.

8. Total amount of stock held by the Company for special purposes - not applicable.

9. Changes in balances of any special surplus funds from the prior year - not applicable.

10. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses - no significant change.

11. Surplus Notes - not applicable.

12. The impact of any restatement due to a quasi-reorganization - not applicable.

13. The effective date of any quasi-reorganization - not applicable.

### 14. CONTINGENCIES

A. Contingent Commitments - not applicable.

B. Assessments - not applicable.

C. Gain Contingencies - not applicable.

NOTES TO FINANCIAL STATEMENTS

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits - not applicable.

E. All Other Contingencies

CMS uses various payment mechanisms to allocate funding for Medicare programs, including determining payments by considering the risk status of Medicare members as supported by provider medical record documentation. Federal regulators audit the supporting documents and can revise payments based on the audit findings. CMS has announced that it will perform audits of selected Medicare health plans each year to validate the coding practices of and supporting documentation maintained by care providers. These audits involve a review of medical records maintained by providers, including those in and out of network, and may result in prospective and retrospective adjustments to payments made to health plans pursuant to CMS Medicare contracts. HAP has not been notified by CMS that any of its health plans have been selected for audit. HAP is unable to predict the outcome of an audit should one or all of its health plans be selected. However, the outcome of an audit could have a material effect on the results of operations.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

No significant change.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

Not applicable.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY UNINSURED PLANS

- A. ASO Plans - Not applicable.
- B. ASC Plans - Not applicable.
- C. Medicare or Similarly Structured Cost Based Reimbursement Contract - No significant change.

19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATION

Not applicable.

20. FAIR VALUE MEASUREMENT

A.

(1) Assets Measured at Fair Value on a Recurring Basis

(1) Description	(2) (Level 1)	(3) (Level 2)	(4) (Level 3)	(5) Total
a. Assets at fair value				
Bonds:				
U.S. Governments	\$113,122,000	\$		\$ 113,122,000
Industrial and Misc	76,000,000	283,000		76,283,000
Total Bonds	\$189,122,000	\$ 283,000	\$	\$ 189,405,000
Common Stock:				
Industrial and Misc	\$	\$ 77,544,000	\$	\$ 77,544,000
Other Equity Securities	1,327,000			1,327,000
Total Common Stocks	\$ 1,327,000	\$77,544,000	\$	\$ 78,871,000
Derivative Assets:				
Future Contracts and Options	\$	\$ 99,000	\$	\$ 99,000
Total Derivative Assets	\$	\$ 99,000	\$	\$ 99,000
Total Assets at Fair Value	\$ <u>190,449,000</u>	\$ <u>77,926,000</u>	\$ <u></u>	\$ <u>268,375,000</u>
b. Liabilities at fair value				
Swaps and options	\$	\$ 147,000	\$	\$ 147,000
Total Liabilities at Fair Value	\$ <u></u>	\$ <u>147,000</u>	\$ <u></u>	\$ <u>147,000</u>

NOTES TO FINANCIAL STATEMENTS

- (2) The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer. The Corporation had no transfers between levels.
- (3) The Corporation has no fair value measurements categorized within Level 3 of the fair value heirarchy.
- (4) The fair value measurements categorized within Level 2 of the fair value heirarchy reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes. Mortgage backed securities are submitted to the NAIC's Securities Valuation Office for valuation.
- (5) Derivative assets and liabilities:

Description	Beginning Balance at 01/01/2012	Transfers	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Sales
a. Assets:						
Derivatives:						
Futures and options	21,000	_____	(33,000)	62,000	9,000	
Total assets	21,000	_____	(33,000)	62,000	9,000	
b. Liabilities						
Derivatives:						
Swaps and Options	207,000	_____	144,000	(58,000)	69,000	215,000
Total liabilities	207,000	_____	144,000	(58,000)	69,000	215,000

The fair value measurements reported by the Corporation are obtained primarily from independent pricing services and broker dealer quotes.

The Corporation's policy for recognition of transfers between levels within the fair value hierarchy is to recognize the transfer on the actual date of the event or change in circumstances that caused the transfer.

There were no transfers between levels for derivative assets and liabilities in 2012.

- B. Fair value information and information about other similar measurements disclosed under other accounting pronouncements combined with disclosures under SSAP No. 100, Fair Value Measurements - Not applicable.
- C. Aggregate fair values of financial instruments and applicable levels within the fair value heirarchy

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets/Liabilities	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	189,122,000	189,122,000	189,122,000	283,000		
Common Stock	78,871,000	78,871,000	1,327,000	77,544,000		
Derivative Assets	99,000	99,000		99,000		
Derivative Liabilities	(147,000)	(147,000)				

- D. Financial instruments or classes of financial instruments for which fair value measurements are not determinable - Not applicable.

21. OTHER ITEMS

- A. Extraordinary Items - Not applicable.
- B. Troubled Debt Restructuring - Not applicable.
- C. Other Disclosures - No significant change.
- D. Uncollectible Premium Balances, Bills Receivable for Premiums, Amounts Due From Agents and Brokers, Uninsured Plans or Restropectively Rated Contracts - No significant change.
- E. Business Interruption Insurance Recoveries - Not applicable.

22. EVENTS SUBSEQUENT

Not applicable.

23. REINSURANCE

Not applicable.

## NOTES TO FINANCIAL STATEMENTS

### 24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No significant change.

### 25. CHANGE IN INCURRED CLAIMS AND CLAIM ADJUSTMENT EXPENSES

Claims and claims adjustment expense reserves as of December 31, 2011 were \$129,765,000. As of June 30, 2012 \$86,070,000 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Claims and claims adjustment expense reserves remaining for prior years are now \$29,746,000. Changes in actuarial estimates of reserves attributable to insured events of prior years reflect revisions in estimates of medical cost trends and changes in claims processing patterns.

### 26. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

### 27. STRUCTURED SETTLEMENTS

Not applicable.

### 28. HEALTHCARE RECEIVABLES

- A. Pharmaceutical Rebate Receivables - No significant change.
- B. Risk Sharing Receivables - Not applicable

### 29. PARTICIPATING POLICIES

Not applicable.

### 30. PREMIUM DEFICIENCY RESERVES

Not applicable.

### 31. ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES  
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☐ NA ☒
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2009
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/29/2011
- 6.4

By what department or departments?

The Michigan Office of Financial and Insurance Regulation.
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? .....  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

Yes [X] No [ ]
- 9.11

If the response to 9.1 is No, please explain:  
.....
- 9.2

Has the code of ethics for senior managers been amended? .....

Yes [ ] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).  
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers? .....

Yes [ ] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).  
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [X] No [ ]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$ .....69,727

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) .....

Yes [X] No [ ]
- 11.2

If yes, give full and complete information relating thereto:  
As part of their risk management strategy the Company's investment managers utilize options as a means of managing risk in the Company's investment portfolio.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA: .....\$ .....0
13.

Amount of real estate and mortgages held in short-term investments: .....\$ .....0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates? .....

Yes [X] No [ ]
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....	\$ .....	\$ .....
14.22 Preferred Stock .....	\$ .....	\$ .....
14.23 Common Stock .....	\$ .....121,394,012	\$ .....124,788,576
14.24 Short-Term Investments .....	\$ .....	\$ .....
14.25 Mortgage Loans on Real Estate .....	\$ .....	\$ .....
14.26 All Other .....	\$ .....743,382	\$ .....706,217
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ .....122,137,394	\$ .....125,494,793
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....0	\$ .....0

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....

Yes [X] No [ ]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....

Yes [X] No [ ]
- If no, attach a description with this statement.



GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity’s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? .....

Yes [X] No [ ]

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Comerica Bank NA.....	Detroit Michigan.....
The Northern Trust Company.....	Chicago Illinois.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
Not applicable.....		

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? .....

Yes [ ] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Not applicable.....			

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
Not applicable.....	Brian Gamble.....	Detroit Michigan.....
	Pacific Investment Management	
104559.....	Company.....	New York New York.....
107105.....	Blackrock.....	New York New York.....
104863.....	Income Research and Management.	Boston Massachusetts.....
	JP Morgan Investment	
801-21011.....	Management Inc.....	Jersey City New Jersey.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? .....

Yes [X] No [ ]

17.2 If no, list exceptions:  
.....

GENERAL INTERROGATORIES  
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	91.9 %
1.2 A&H cost containment percent .....	0.8 %
1.3 A&H expense percent excluding cost containment expenses.....	8.0 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [ ] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [ ] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

**STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan**

## SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama .....	AL	N						0	
2. Alaska .....	AK	N						0	
3. Arizona .....	AZ	N						0	
4. Arkansas .....	AR	N						0	
5. California .....	CA	N						0	
6. Colorado .....	CO	N						0	
7. Connecticut .....	CT	N						0	
8. Delaware .....	DE	N						0	
9. Dist. Columbia .....	DC	N						0	
10. Florida .....	FL	N						0	
11. Georgia .....	GA	N						0	
12. Hawaii .....	HI	N						0	
13. Idaho .....	ID	N						0	
14. Illinois .....	IL	N						0	
15. Indiana .....	IN	N						0	
16. Iowa .....	IA	N						0	
17. Kansas .....	KS	N						0	
18. Kentucky .....	KY	N						0	
19. Louisiana .....	LA	N						0	
20. Maine .....	ME	N						0	
21. Maryland .....	MD	N						0	
22. Massachusetts .....	MA	N						0	
23. Michigan .....	MI	L	634,604,443	246,845,285	56,684,119			938,133,847	
24. Minnesota .....	MN	N						0	
25. Mississippi .....	MS	N						0	
26. Missouri .....	MO	N						0	
27. Montana .....	MT	N						0	
28. Nebraska .....	NE	N						0	
29. Nevada .....	NV	N						0	
30. New Hampshire .....	NH	N						0	
31. New Jersey .....	NJ	N						0	
32. New Mexico .....	NM	N						0	
33. New York .....	NY	N						0	
34. North Carolina .....	NC	N						0	
35. North Dakota .....	ND	N						0	
36. Ohio .....	OH	N						0	
37. Oklahoma .....	OK	N						0	
38. Oregon .....	OR	N						0	
39. Pennsylvania .....	PA	N						0	
40. Rhode Island .....	RI	N						0	
41. South Carolina .....	SC	N						0	
42. South Dakota .....	SD	N						0	
43. Tennessee .....	TN	N						0	
44. Texas .....	TX	N						0	
45. Utah .....	UT	N						0	
46. Vermont .....	VT	N						0	
47. Virginia .....	VA	N						0	
48. Washington .....	WA	N						0	
49. West Virginia .....	WV	N						0	
50. Wisconsin .....	WI	N						0	
51. Wyoming .....	WY	N						0	
52. American Samoa .....	AS	N						0	
53. Guam .....	GU	N						0	
54. Puerto Rico .....	PR	N						0	
55. U.S. Virgin Islands .....	VI	N						0	
56. Northern Mariana Islands .....	MP	N						0	
57. Canada .....	CN	N						0	
58. Aggregate other alien .....	OT	XXX	0	0	0	0	0	0	0
59. Subtotal .....	XXX	634,604,443	246,845,285	0	56,684,119	0	0	938,133,847	0
60. Reporting entity contributions for Employee Benefit Plans .....	XXX	3,873,526						3,873,526	
61. Total (Direct Business) .....	(a) 1	638,477,968	246,845,285	0	56,684,119	0	0	942,007,372	0
DETAILS OF WRITE-INS									
5801. ....	XXX							0	
5802. ....	XXX							0	
5803. ....	XXX							0	
5898. Summary of remaining write-ins for Line 58 from overflow page .....	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above) .....	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.  
(a) Insert the number of L responses except for Canada and other Alien.

Schedule Y - Part 1  
**NONE**

Schedule Y - Part 1A  
**NONE**

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....SEE EXPLANATION.....

Explanation:

1. Health Alliance Plan offers Medicare Part D through a Medicare Advantage plan

Bar Code:

STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.  
\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Other Receivables.....	42,283		42,283	24,881
2505. ....			0	
2506. ....			0	0
2597. Summary of remaining write-ins for Line 25 from Page 02	42,283	0	42,283	24,881

MQ003 Additional Aggregate Lines for Page 03 Line 23.  
\*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2304. Liability for CMS Coverage Gap Discount Program.....	349,529		349,529	924,030
Additional Acquisitions Costs Accrued for Purchase of Midwest				
2305. Health Plan.....			0	5,030,000
2397. Summary of remaining write-ins for Line 23 from Page 03	349,529	0	349,529	5,954,030

SCHEDULE A – VERIFICATION

Real Estate		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	3,645,890	3,185,484
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	79,856	982,239
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation .....	258,914	521,833
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	3,466,832	3,645,890
10. Deduct total nonadmitted amounts .....	2,742,977	2,907,765
11. Statement value at end of current period (Line 9 minus Line 10) .....	723,855	738,125

SCHEDULE B – VERIFICATION

Mortgage Loans		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14) .....	0	0

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	743,382	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		766,000
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....	(37,165)	(22,618)
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	706,217	743,382
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12) .....	706,217	743,382

SCHEDULE D – VERIFICATION

Bonds and Stocks		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	358,957,063	214,856,803
2. Cost of bonds and stocks acquired .....	122,263,890	595,624,458
3. Accrual of discount .....	(1,965)	135,888
4. Unrealized valuation increase (decrease) .....	3,281,955	6,394,180
5. Total gain (loss) on disposals .....	1,840,628	962,030
6. Deduct consideration for bonds and stocks disposed of .....	181,466,533	457,711,243
7. Deduct amortization of premium .....	885,370	1,417,666
8. Total foreign exchange change in book/adjusted carrying value .....	61,910	112,612
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	304,051,578	358,957,063
11. Deduct total nonadmitted amounts .....	44,640,621	42,358,376
12. Statement value at end of current period (Line 10 minus Line 11) .....	259,410,957	316,598,687



STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	266,931,411	323,185,022	309,368,786	(790,714)	266,931,411	279,956,932	0	253,147,357
2. Class 2 (a).....	13,641,467	1,101,836	3,242,567	231,778	13,641,467	11,732,514	0	13,539,013
3. Class 3 (a).....	0		120,536	10,548	0	(109,988)	0	0
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	280,572,878	324,286,858	312,731,889	(548,388)	280,572,878	291,579,458	0	266,686,370
<b>PREFERRED STOCK</b>								
8. Class 1 .....	0				0	0	0	0
9. Class 2 .....	0				0	0	0	0
10. Class 3 .....	0				0	0	0	0
11. Class 4 .....	0				0	0	0	0
12. Class 5 .....	0				0	0	0	0
13. Class 6 .....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	280,572,878	324,286,858	312,731,889	(548,388)	280,572,878	291,579,458	0	266,686,370

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ .....0 ; NAIC 2 \$ .....0 ;

NAIC 3 \$ .....0 ; NAIC 4 \$ .....0 ; NAIC 5 \$ .....0 ; NAIC 6 \$ .....0

SCHEDULE DA - PART 1  
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	189,832,768	XXX	189,805,375	16,567	8

SCHEDULE DA - VERIFICATION  
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	113,764,007	190,757,289
2. Cost of short-term investments acquired .....	564,010,213	2,452,782,325
3. Accrual of discount .....	3,253	18,567
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals .....	4,811	6,081
6. Deduct consideration received on disposals .....	487,916,107	2,529,731,880
7. Deduct amortization of premium.....	28,352	66,814
8. Total foreign exchange change in book/adjusted carrying value.....	(5,057)	(1,560)
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	189,832,768	113,764,007
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	189,832,768	113,764,007

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1.	Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	(206,805)
2.	Cost Paid/(Consideration Received) on additions	215,155
3.	Unrealized Valuation increase/(decrease)	58,388
4.	Total gain (loss) on termination recognized	(144,772)
5.	Considerations received/(paid) on terminations	69,207
6.	Amortization	
7.	Adjustment to the Book/Adjusted Carrying Value of hedged item	
8.	Total foreign exchange change in Book/Adjusted Carrying Value	
9.	Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4-5+6+7+8)	(147,241)
10.	Deduct nonadmitted assets	
11.	Statement value at end of current period (Line 9 minus Line 10)	(147,241)

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1.	Book/Adjusted carrying value, December 31 of prior year	21,488
2.	Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)	9,000
3.1	Change in variation margin on open contracts	5,477
3.2	Add:	
	Change in adjustment to basis of hedged item	
	3.21 Section 1, Column 17, current year to date minus	0
	3.22 Section 1, Column 17, prior year	0
	Change in amount recognized	
	3.23 Section 1, Column 16, current year to date minus	(7,392)
	3.24 Section 1, Column 16, prior year	(11,937)
		4,546
		4,546
3.3	Subtotal (Line 3.1 minus Line 3.2)	931
4.1	Variation margin on terminated contracts during the year	
4.2	Less:	
	4.21 Amount used to adjust basis of hedged item	
	4.22 Amount recognized	4,546
		4,546
4.3	Subtotal (Line 4.1 minus Line 4.2)	(4,546)
5.	Dispositions gains (losses) on contracts terminated in prior year:	
	5.1 Recognized	
	5.2 Used to adjust basis of hedged items	
6.	Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2)	35,965
7.	Deduct total nonadmitted amounts	0
8.	Statement value at end of current period (Line 6 minus Line 7)	35,965

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

		Book/Adjusted Carrying Value Check
1.	Part A, Section 1, Column 14.....	(84,556)
2.	Part B, Section 1, Column 14.....	27,000
3.	Total (Line 1 plus Line 2).....	(57,556)
4.	Part D, Column 5.....	89,685
5.	Part D, Column 6.....	(147,241)
6.	Total (Line 3 minus Line 4 minus Line 5).....	0
		Fair Value Check
7.	Part A, Section 1, Column 16.....	(84,556)
8.	Part B, Section 1, Column 13.....	27,000
9.	Total (Line 7 plus Line 8).....	(57,556)
10.	Part D, Column 8.....	89,685
11.	Part D, Column 9.....	(147,241)
12.	Total (Line 9 minus Line 10 minus Line 11).....	0
		Potential Exposure Check
13.	Part A, Section 1, Column 21.....	62,685
14.	Part B, Section 1, Column 19.....	27,000
15.	Part D, Column 11.....	89,685
16.	Total (Line 13 plus Line 14 minus Line 15).....	0

SCHEDULE E - VERIFICATION  
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired .....	265,400,000	637,300,000
3. Accrual of discount .....		0
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals .....	265,400,000	637,300,000
7. Deduct amortization of premium .....		0
8. Total foreign exchange change in book/adjusted carrying value .....		0
9. Deduct current year's other than temporary impairment recognized .....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	0	0
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

## EO1

NONE

[illegible]

NONE

[illegible]

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE



STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator <sup>(a)</sup>
Bonds - U.S. Governments									
38373Y-PR-9	GNMA		04/12/2011	DIRECT		(51,360)	(48,000)	103	1
68323A-BJ-2	ONTARIO PROV	J	05/16/2012	VARIOUS		74,984			1FE
912810-FS-2	UNITED STATES TREAS TIPS 2.00%		06/22/2012	DIRECT		148,557	115,855	1,031	1
912810-PV-4	UNITED STATES TREAS TIPS 1.75%		06/21/2012	VARIOUS		414,582	309,728	2,317	1
912828-LS-7	UNITED STATES TREAS		06/27/2012	DIRECT		444,873	425,000	1,618	1
912828-MW-7	UNITED STATES TREAS		05/03/2012	DIRECT		954,773	900,000	2,090	1
912828-NA-4	UNITED STATES TREAS		05/15/2012	WARBURG PINCUS		111,586	100,000	136	1
912828-NG-1	UNITED STATES TREAS		06/20/2012	DIRECT		147,909	135,000	213	1
912828-NM-8	UNITED STATES TREAS TIPS 1.25%		05/11/2012	VARIOUS		606,794	500,000	2,037	1
912828-QM-5	UNITED STATES TREAS		04/24/2012	HSB CORP SEC		912,902	900,000	4,005	1
912828-QV-5	UNITED STATES TREAS TIPS .6266%		05/11/2012	BARCLAYSBA		447,322	400,000	835	1
912828-RV-4	UNITED STATES TREAS		05/30/2012	VARIOUS	1,131,382		1,134,000	1,238	1
912828-RZ-5	UNITED STATES TREAS		06/29/2012	FIRST BOSTON		439,675	441,000	515	1
912828-SA-9	UNITED STATES TREAS TIPS 0.125%		06/01/2012	VARIOUS		1,052,506	1,000,000	354	1
912828-SC-5	UNITED STATES TREAS		04/24/2012	WARBURG PINCUS		90,299	90,000	184	1
912828-SF-8	UNITED STATES TREAS		05/30/2012	TORONTODOM		2,680,019	2,600,000	16,500	1
912828-SK-7	UNITED STATES TREAS		06/14/2012	VARIOUS		1,358,541	1,360,000	980	1
912828-SL-5	UNITED STATES TREAS		05/30/2012	VARIOUS		2,598,942	2,600,000	1,083	1
912828-SM-3	UNITED STATES TREAS		04/17/2012	VARIOUS		1,035,541	1,030,000	360	1
912828-SP-6	UNITED STATES TREAS		05/15/2012	VARIOUS		3,017,051	3,020,000	206	1
912828-SS-0	UNITED STATES TREAS		05/21/2012	VARIOUS		617,963	615,000	183	1
912828-SY-7	UNITED STATES TREAS		06/14/2012	VARIOUS		505,758	505,000	46	1
0599999 - Bonds - U.S. Governments						18,738,599	18,207,583	36,034	XXX
Bonds - U.S. Special Revenue									
01F022-44-4	FNMA TBA		04/11/2012	JPMORGANSE		613,547	600,000	667	1
01F022-46-9	FNMA TBA		06/01/2012	CREDITSUIS		517,734	500,000	590	1
01F022-47-7	FNMA TBA		06/04/2012	CREDITSUIS		514,766	500,000	556	1
01F022-48-5	FNMA TBA		06/20/2012	CREDITSUIS		513,828	500,000	521	1
01F030-45-4	FNMA TBA		04/10/2012	MORGANSTAN		518,672	500,000	667	1
01F030-46-2	FNMA TBA		06/12/2012	VARIOUS		1,929,801	1,850,000	2,621	1
01F032-67-4	FNMA		06/28/2012	VARIOUS		420,391	400,000	428	1
01F040-66-9	FNMA TBA		06/01/2012	VARIOUS		2,115,156	2,000,000		1
01F040-67-7	FNMA TBA		05/18/2012	DEUTSCHEBA		1,059,844	1,000,000		1
3128P7-M6-7	FHLMC		03/29/2012	VARIOUS		(5,424)	(5,096)	7	1
3128PR-JW-0	FHLMC		05/16/2012	VARIOUS		122,846	114,893	244	1
3128X2-TM-7	FHLMC		02/10/2011	DIRECT	1,099,470		1,000,000		1
31359M-2D-4	FNMA		05/02/2012	DIRECT		294,605	250,000	4,672	1
3135G0-ES-8	FNMA		05/01/2012	DIRECT		50,978	50,000	319	1
3135G0-JA-2	FNMA		05/17/2012	BARCLAY FINANCE		200,941	200,000	131	1
3136A6-VV-3	FNMA		05/11/2012	DB ALEXANDER BROWN		401,694	394,000	2,222	1
313921-Y8-5	FNMA REMIC 2001-60		05/18/2012	VARIOUS		19,301	17,399	64	1
31397P-4C-1	FHLMC		09/08/2011	VARIOUS		51,871	49,000	75	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						10,440,021	9,920,196	13,784	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00440E-AG-2	ACE INA HLDG INC		04/12/2012	DIRECT		27,552	25,000	498	1FE
02005E-AD-2	ALLY AUTO		05/22/2012	VARIOUS		58,999			1FE
03063W-AF-4	AMERICREDIT AUTO		04/11/2012	CREDITSUIS		159,982	160,000		2FE
031162-BJ-8	AMGEN INC		05/11/2012	DIRECT		20,322	20,000	1	2FE
034863-AA-8	ANGLO AMERN CAP	F	04/30/2012	MIZUHOSECU		275,189	240,000	1,563	2FE
055300-AD-2	BAT INTL	E	05/31/2012	JPMORGANSE		164,553	165,000		2FE
055300-AE-0	BAT INTL	E	05/31/2012	JPMORGANSE		99,844	100,000		2FE
05565Q-BQ-0	BP CAP MKTS	E	05/16/2012	RBSSECU		21,212	20,000	124	1FE
059500-AD-0	BANC AMERICA CMO		04/26/2012	BARCLAY FINANCE		78,772	70,000	263	1FE
064159-AL-0	BANK OF NOVA SCOTIA	I	05/15/2012	DONALDSON LIFKIN JENNERETTE		51,098	50,000	324	1FE
07387B-EB-5	BEAR STEARNS		04/09/2012	DIRECT		144,072	129,000	213	1FE
14986D-AE-0	CD3 MTG		05/24/2012	MORGAN STANLEY		102,222	98,000	447	1FE
20825C-AS-3	CONOCOPHILLIPS		04/18/2012	MIZUHOSE		26,775	25,000	270	1FE
22303Q-AM-2	COVIDIEN INTL FIN	E	05/22/2012	DIRECT		254,918	255,000		1FE

STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator <sup>(a)</sup>
24422E-RQ-4	DEERE JOHN CAP CORP		04/12/2012	DIRECT		8,994	9,000		1FE
34529U-AC-8	FORD CREDIT AUTO		04/19/2012	DIRECT		100,297	100,000	21	1FE
34529W-AC-4	FORD CR AUTO		04/18/2012	DIRECT		99,980	100,000		1FE
34988W-AF-1	FOSSE MASTER	F	06/19/2012	DIRECT		256,135	255,000	846	1FE
36159L-BS-4	GE DEALER FLPLAN		06/01/2012	DIRECT		105,427	105,000	38	1FE
36228C-PT-4	GS MTG SECS CORP		05/07/2012	DIRECT		161,543	159,450	184	1FE
38141E-A3-3	GOLDMAN SACHS GROUP		06/14/2012	DIRECT		131,548	125,000	1,000	1FE
38141G-GT-5	GOLDMAN SACHS		05/09/2012	VARIOUS		554,951	555,000	303	1FE
43813E-AC-0	HONDA AUTO		04/18/2012	VARIOUS		35,994	36,000		1FE
43813T-AD-5	HONDA AUTO		06/21/2012	DIRECT		111,994	110,000	61	1FE
461202-AB-9	INTUIT INC		05/17/2012	VARIOUS		23,165	20,000	203	2FE
472319-AJ-1	JEFFERIES GROUP INC NEW		05/08/2012	DIRECT		24,594	25,000	5	2FE
50188F-AB-1	LG&E & KU ENERGY		06/06/2012	DIRECT		203,217	203,000	312	2FE
55314Q-AC-1	MMAF EQUIP FIN		06/13/2012	DIRECT		288,945	289,000		1FE
62888W-AB-2	NCUA		06/22/2012	DIRECT			4		1FE
64952W-BF-9	NEW YORK LIFE GLOBAL		05/16/2012	MERRILLPRO		19,984	20,000	6	1FE
65339K-AC-4	NEXTERA ENERGY		05/16/2012	FIRST BOSTON		131,456	131,000		1FE
65474V-AE-1	NISSAN MSTR OWNER		05/15/2012	BARCLAYS BANK		193,000	193,000		1FE
65475Q-AC-5	NISSAN AUTO		04/20/2012	DIRECT		422,592	420,000	112	1FE
664397-AH-9	NORTHEAST UTILITIES		04/11/2012	GREENWICH C		115,352	115,000	98	2FE
67021C-AB-3	NSTAR ELECTRIC		04/13/2012	DIRECT		48,648	45,000	18	1FE
78446X-AA-3	SLM PRIVATE ED		04/04/2012	CREDITSUIS		100,000	100,000		1FE
80282P-AC-9	SANTANDER AUTO		04/02/2012	BARCLAYSBA		301,348	300,000	213	1FE
80282W-AC-4	SANTANDER DR AUTO		05/07/2012	DIRECT		7,000	7,000		1FE
85771P-AA-0	STATOIL ASA	F	04/11/2012	DIRECT		49,020	45,000	1,063	1FE
867914-BD-4	SUNTRUST BANKS		05/02/2012	DIRECT		15,618	15,000	33	2FE
87247X-AA-5	TIERS FDG CORP		05/03/2012	CITIGROUPG		275,083	275,000		1FE
88165F-AC-6	TEVA PHARMACEUTICAL FIN CO B V	F	05/11/2012	DIRECT		20,790	20,000	8	1FE
89153V-AC-3	TOTAL CAP	J	06/21/2012	DIRECT		5,989	6,000		1FE
902118-BK-3	TYCO INTL GROUP	F	04/13/2012	DIRECT		32,360	30,000	750	1FE
92976B-BN-1	WACHOVIA BK		04/09/2012	DIRECT		226,646	204,000	313	1FE
961214-BP-7	WESTPAC BKG CORP	F	05/09/2012	DIRECT		78,596	75,000	969	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						5,635,776	5,508,454	10,259	XXX
8399997 - Subtotals- Bonds - Part 3						34,814,396	33,636,233	60,077	XXX
8399999 - Subtotals - Bonds						34,814,396	33,636,233	60,077	XXX
Common Stocks - Industrial and Miscellaneous									
111994-90-1	JP MORGAN CORE BOND FUND		04/30/2012	DIRECT	71,967.317	782,547		0	L
722005-40-2	PIMCO FDS		06/21/2012	DIRECT	2,566.940	23,411		0	L
9099999 - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						805,957	XXX	0	XXX
Common Stocks - Parent, Subsidiaries, and Affiliates									
000000-00-0	Midwest Health Plan		06/15/2012	DIRECT	0.000	525,000		0	K
9199999 - Common Stocks - Parent, Subsidiaries, Affiliates						525,000	XXX	0	XXX
9799997 - Subtotals - Common Stocks - Part 3						1,330,957	XXX	0	XXX
9799999 - Subtotals - Common Stocks						1,330,957	XXX	0	XXX
9899999 - Subtotals- Preferred and Common Stocks						1,330,957	XXX	0	XXX
9999999 Totals						36,145,353	XXX	60,077	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....0 .

STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
31331J-WB-5..	FEDERAL FARM CR BK.....		05/30/2012..	196101.....		200,224	200,000	199,878	200,230			(292)		(292)	199,938		286	286	258	07/22/2013..	1..
3133XL-DG-5..	FEDERAL HOME LN BK.....		05/29/2012..	6061105.....		164,987	150,000	169,182	161,946		(1,991)		(1,991)	159,956		5,031	5,031	3,763	06/13/2014..	1..	
3133XL-WM-1..	FEDERAL HOME LN BK.....		05/29/2012..	4354105.....		165,903	150,000	168,342	161,859		(1,788)		(1,788)	160,071		5,832	5,832	5,666	09/12/2014..	1..	
38373M-SJ-0..	GNMA.....		06/01/2012..	PAYDOWN.....		6,288	6,288	6,746	6,400		(112)		(112)	6,288				0	156	01/16/2037..	1..
38373Q-HX-2..	GNMA.....		06/01/2012..	PAYDOWN.....		4,862	4,862	5,032	4,909		(48)		(48)	4,862				0	109	02/16/2032..	1..
38374K-DQ-3..	GNMA.....		06/20/2012..	PAYDOWN.....		6,993	6,993	6,995	7,016		(23)		(23)	6,993				0	17	09/20/2033..	1..
38375J-CG-8..	GNMA REMIC.....		06/01/2012..	PAYDOWN.....		3,806	3,806	4,078	3,881		(75)		(75)	3,806				0	82	06/16/2031..	1..
83162C-NT-6..	SMALL BUSINESS ADMIN.....		06/27/2012..	VARIOUS.....		167,767	152,951	166,716	165,748		(377)		(377)	165,371		2,396	2,396	5,232	05/01/2024..	1..	
912828-FQ-8..	UNITED STATES TREAS.....		06/14/2012..	VARIOUS.....		211,775	180,000	212,907		(1,718)		(1,718)	211,189			586	586	2,409	08/15/2016..	1..	
912828-KN-9..	UNITED STATES TREAS.....		06/28/2012..	WARBURGD.....		1,234,266	1,200,000	1,220,856	1,215,354		(3,208)		(3,208)	1,212,146		22,120	22,120	14,918	04/30/2014..	1..	
912828-MN-7..	UNITED STATES TREAS.....		05/29/2012..	DIR.....		3,025,313	3,000,000	3,031,573	3,017,780		(6,730)		(6,730)	3,011,050		14,263	14,263	32,524	02/15/2013..	1..	
912828-MW-7..	UNITED STATES TREAS.....		05/30/2012..	DIR.....		635,344	600,000	636,516		(912)		(912)	635,604		(260)		(260)	2,500	03/30/2015..	1..	
912828-PL-8..	UNITED STATES TREAS.....		06/15/2012..	VARIOUS.....		1,163,240	1,155,000	1,164,343		(1,495)		(1,495)	1,162,848		392		392	3,186	12/15/2013..	1..	
912828-PR-5..	UNITED STATES TREAS.....		05/21/2012..	VARIOUS.....		2,563,721	2,555,000	2,544,529	2,549,185		1,824		1,824	2,551,010		12,712	12,712	4,109	01/31/2013..	1..	
912828-QH-6..	UNITED STATES TREAS.....		06/28/2012..	VARIOUS.....		2,691,158	2,650,000	2,639,607	2,642,548		1,658		1,658	2,644,205		46,953	46,953	28,201	02/15/2014..	1..	
912828-OJ-2..	UNITED STATES TREAS.....		06/19/2012..	VARIOUS.....		264,882	250,000	265,274	264,123		(1,403)		(1,403)	262,720		2,163	2,163	4,071	02/29/2016..	1..	
912828-ON-3..	UNITED STATES TREAS.....		06/06/2012..	VARIOUS.....		458,605	400,000	432,662	427,300		2,907		2,907	430,207		28,398	28,398	6,878	05/15/2012..	1..	
912828-OY-9..	UNITED STATES TREAS.....		06/28/2012..	2196101.....		2,160,000	2,000,000	1,997,239	1,997,355		183		183	1,997,538		162,462	162,462	41,044	07/31/2018..	1..	
912828-RA-0..	UNITED STATES TREAS.....		06/29/2012..	VARIOUS.....		902,366	901,000	904,059	900,497		(747)		(747)	902,754		(389)		(389)	2,477	06/30/2013..	1..
	UNITED STATES TREAS TIPS																				
912828-RC-6..	2.125%.....		05/30/2012..	VARIOUS.....		1,578,867	1,526,516	1,515,179	1,516,152		(1,032)		(1,385)	1,514,767		64,100	64,100	25,226	08/15/2021..	1..	
912828-RR-3..	UNITED STATES TREAS.....		06/06/2012..	VARIOUS.....		729,418	700,000	702,538		(91)		(91)	702,447		26,971		26,971	7,853	11/15/2021..	1..	
912828-RU-6..	UNITED STATES TREAS.....		05/30/2012..	VARIOUS.....		2,064,988	2,055,000	2,049,490	2,049,581		362		362	2,049,943		15,045	15,045	7,548	11/30/2016..	1..	
912828-RV-4..	UNITED STATES TREAS.....		06/27/2012..	VARIOUS.....		1,042,905	1,046,000	1,041,447		256		256	1,041,704		1,201		1,201	1,287	12/15/2014..	1..	
912828-RX-0..	UNITED STATES TREAS.....		05/29/2012..	DIR.....		781,176	775,000	778,025		(211)		(211)	777,814		3,361		3,361	2,813	12/30/2016..	1..	
912828-RZ-5..	UNITED STATES TREAS.....		06/06/2012..	VARIOUS.....		1,210,313	1,215,000	1,208,065		273		273	1,208,338		1,975		1,975	847	01/15/2015..	1..	
	UNITED STATES TREAS TIPS																				
912828-SA-9..	0.125%.....		06/22/2012..	VARIOUS.....		539,127	506,322	516,016		1,047		1,047	517,064		22,063		22,063	278	01/15/2022..	1..	
912828-SB-7..	UNITED STATES TREAS.....		06/14/2012..	VARIOUS.....		3,008,544	3,010,000	3,009,069		142		142	3,009,211		(668)		(668)	2,517	01/31/2014..	1..	
912828-SC-5..	UNITED STATES TREAS.....		05/30/2012..	VARIOUS.....		1,084,483	1,075,000	1,080,278		(327)		(327)	1,079,951		4,532		4,532	3,110	01/31/2017..	1..	
912828-SE-1..	UNITED STATES TREAS.....		05/31/2012..	VARIOUS.....		2,133,038	2,140,000	2,133,003		582		582	2,133,585		(547)		(547)	1,387	02/15/2015..	1..	
912828-SF-8..	UNITED STATES TREAS.....		05/30/2012..	VARIOUS.....		4,527,742	4,400,000	4,462,885		40		40	4,462,925		64,817		64,817	25,319	02/15/2022..	1..	
912828-SJ-0..	UNITED STATES TREAS.....		05/31/2012..	VARIOUS.....		1,031,587	1,025,000	1,011,267		388		388	1,011,654		19,932		19,932	1,773	02/28/2017..	1..	
912828-SK-7..	UNITED STATES TREAS.....		05/29/2012..	2196101.....		499,725	500,000	497,884		120		120	498,005		1,720		1,720	392	03/15/2015..	1..	
912828-SM-3..	UNITED STATES TREAS.....		05/30/2012..	VARIOUS.....		1,037,209	1,030,000	1,035,541		(63)		(63)	1,035,478		1,731		1,731	760	03/30/2017..	1..	
912828-SP-6..	UNITED STATES TREAS.....		05/29/2012..	6061105.....		999,372	1,000,000	998,402		(3,497)		(3,497)	994,905		4,467		4,467	471	04/15/2015..	1..	
912828-SS-0..	UNITED STATES TREAS.....		05/31/2012..	VARIOUS.....		620,105	615,000	617,963		(28)		(28)	617,935		2,170		2,170	449	04/30/2017..	1..	
0599999 - Bonds - U.S. Governments						38,920,099	38,184,738	38,433,586	17,291,864	(1,032)	(15,705)	0	(16,737)	0	38,384,282	0	535,815	535,815	239,630	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
01F022-44-4..	FNMA TBA.....		04/11/2012..	5601205.....		613,547	600,000	613,547		(5)		(5)		(5)	613,542		5	5	667	04/01/2042..	1..
01F022-46-9..	FNMA TBA.....		06/04/2012..	5601205.....		516,328	500,000	517,734		(4)		(4)		(4)	517,730		(1,402)	(1,402)	590	06/15/2027..	1..
01F022-47-7..	FNMA TBA.....		06/20/2012..	5601205.....		514,980	500,000	514,766		(1)		(1)		(1)	514,765		215	215	556	07/15/2027..	1..
01F030-44-7..	FNMA TBA.....		04/10/2012..	8983105.....		519,969	500,000	518,516		(1)		(1)		(1)	518,515		1,454	1,454	667	12/31/2040..	1..
01F030-45-4..	FNMA TBA.....		02/02/2012..	8983105.....		1,042,852	1,000,000	1,031,973		(3)		(3)	1,031,970		10,882		10,882	1,333	05/15/2027..	1..	
01F030-46-2..	FNMA TBA.....		06/12/2012..	VARIOUS.....		1,935,805	1,850,000	1,929,801		(8)		(8)	1,929,793		6,012		6,012	2,621	06/15/2026..	1..	
01F040-65-1..	FNMA TBA.....		05/01/2012..	196101.....		1,055,195	1,000,000	1,044,219		(9)		(9)	1,044,210		10,985		10,985		05/15/2039..	1..	
01F040-66-9..	FNMA TBA.....		06/13/2012..	VARIOUS.....		2,123,750	2,000,000	2,115,156		(5)		(5)	2,115,151		8,599		8,599		12/25/2041..	1..	
01F040-67-7..	FNMA TBA.....		05/30/2012..	2196101.....		1,061,367	1,000,000	1,059,844		(4)		(4)	1,059,840		1,527		1,527		07/01/2039..	1..	
31283K-ZD-3..	FHLMC.....		05/29/2012..	VARIOUS.....		160,573	150,235	160,798	160,971		(2,156)		(2,156)	158,815		1,758		1,758	3,692	12/01/2019..	1..
3128JP-3B-4..	FHLMC.....		06/01/2012..	PAYDOWN.....		16,244	16,244	16,994		1,086		1,086	16,244					0	207	10/01/2039..	1..
3128JP-7K-0..	FHLMC.....		06/01/2012..	PAYDOWN.....		17,083	17,083	17,721		1,004		1,004	17,083					0	156	02/01/2040..	1..
3128JO-HT-8..	FHLMC.....		06/01/2012..	PAYDOWN.....		10,479	10,479	10,739		1,324		1,324	10,479					0	114	07/01/2040..	1..
3128MC-LV-5..	FHLMC.....		05/29/2012..	VARIOUS.....		301,908	282,593	305,377	305,234		(4,375)		(4,375)	300,859		1,049		1,049	6,939	09/01/2021..	1..
3128MC-VB-8..	FHLMC POOL #G14010.....		06/01/2012..	PAYDOWN.....		41,676	41,676	45,096	42,134		(458)		(458)	41,676				0	953	01/01/2026..	1..
3128P7-D7-5..	FHLMC.....		06/01/2012..	PAYDOWN.....		7,691	7,691	8,369		(678)		(678)	7,691					0	68	04/01/2027..	1..
3128P7-M6-7..	FHLMC.....		06/01/2012..	PAYDOWN.....		8,146	8,146	8,671		(524)		(524)	8,146					0	48	12/01/2029..	1..
3128P7-NL-3..	FNMA.....		06/01/2012..	PAYDOWN.....		7,353	7,353	7,795		(441)		(441)	7,353		</						

STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31371L-SD-2	FNMA		06/01/2012	PAYDOWN		3,098	3,098	3,311	3,129		(31)		(31)		3,098			.0	.63	..07/01/2019	1
31371N-P8-2	FNMA POOL #257047		06/01/2012	PAYDOWN		7,293	7,293	7,950	7,382		(89)		(89)		7,293			.0	.171	..10/01/2027	1
31371N-U4-5	FNMA		06/01/2012	PAYDOWN		9,269	9,269	9,752	9,355		(86)		(86)		9,269			.0	.191	..05/01/2028	1
31371P-AJ-9	FNMA		06/01/2012	PAYDOWN		2,678	2,678	2,918	2,705		(27)		(27)		2,678			.0	.73	..11/01/2018	1
3137AH-GR-3	FHLMC		06/01/2012	PAYDOWN		6,707	6,707	7,332	6,730		(23)		(23)		6,707			.0	.127	..11/15/2041	1
3137AK-BG-5	FHLMC SER 3986		06/01/2012	PAYDOWN		9,027	9,027	9,907	(880)		(880)		(880)		9,027			.0	.101	..09/15/2041	1
3138EG-EG-5	FNMA		06/01/2012	PAYDOWN		1,859	1,859	1,951	1,869		(10)		(10)		1,859			.0	.19	..09/01/2036	1
3138EG-HF-4	FNMA		06/01/2012	PAYDOWN		6,919	6,919	7,561	7,006		(87)		(87)		6,919			.0	.157	..09/01/2023	1
313921-C5-5	FNMA		06/01/2012	PAYDOWN		3,649	3,649	3,905	3,682		(33)		(33)		3,649			.0	.78	..11/25/2017	1
313921-Y8-5	FNMA REMIC 2001-60		06/01/2012	PAYDOWN		2,973	2,973	3,245	2,661		(63)		(63)		2,973			.0	.72	..11/25/2031	1
31392W-MR-8	FHLMC		06/01/2012	PAYDOWN		10,318	10,318	10,718	10,429		(110)		(110)		10,318			.0	.244	..03/15/2032	1
31393G-JQ-8	FHLMC		06/01/2012	PAYDOWN		14,590	14,590	15,091	14,901		(311)		(311)		14,590			.0	.299	..05/15/2022	1
31393K-TW-5	FHLMC		06/01/2012	PAYDOWN		2,173	2,173	2,342	2,191		(18)		(18)		2,173			.0	.56	..02/15/2033	1
31393T-D5-2	FNMA		06/01/2012	PAYDOWN		2,632	2,632	2,692	2,641		(10)		(10)		2,632			.0	.43	..08/25/2033	1
31393U-LG-6	FNMA		06/01/2012	PAYDOWN		4,618	4,618	4,808	4,638		(20)		(20)		4,618			.0	.87	..08/25/2033	1
31394A-HT-6	FNMA		06/01/2012	PAYDOWN		4,031	4,031	4,171	4,071		(40)		(40)		4,031			.0	.75	..09/25/2032	1
31394B-SA-8	FNMA		06/01/2012	PAYDOWN		8,822	8,822	9,332	8,870		(47)		(47)		8,822			.0	.186	..01/25/2035	1
31394B-BF-0	FNMA		06/01/2012	PAYDOWN		11,698	11,698	12,265	11,858		(160)		(160)		11,698			.0	.219	..07/25/2018	1
31394D-AA-2	FNMA REMIC 2005-48		06/01/2012	PAYDOWN		7,087	7,087	7,628	7,150		(63)		(63)		7,087			.0	.162	..02/25/2035	1
31394E-FT-0	FNMA		06/01/2012	PAYDOWN		5,760	5,760	6,271	5,809		(48)		(48)		5,760			.0	.130	..07/25/2035	1
31394F-N9-2	FNMA REMIC 2005-84		06/01/2012	PAYDOWN		10,948	10,948	11,933	11,058		(110)		(110)		10,948			.0	.261	..10/25/2035	1
31394G-HU-0	FHLMC		06/01/2012	PAYDOWN		8,602	8,602	9,080	8,726		(124)		(124)		8,602			.0	.175	..11/15/2031	1
31394H-JF-9	FHLMC		06/01/2012	PAYDOWN		8,940	8,940	9,621	8,966		(26)		(26)		8,940			.0	.186	..10/15/2032	1
31394L-4E-9	FHLMC		06/01/2012	PAYDOWN		24,858	24,858	26,441	25,121		(263)		(263)		24,858			.0	.514	..01/15/2033	1
31394P-SZ-7	FHLMC		06/01/2012	PAYDOWN		8,838	8,838	9,460	8,950		(112)		(112)		8,838			.0	.164	..02/15/2019	1
31394R-JX-8	FHLMC		06/01/2012	PAYDOWN		19,554	19,554	20,849	19,610		(56)		(56)		19,554			.0	.436	..11/15/2032	1
31394T-WT-8	FHLMC		06/01/2012	PAYDOWN		31,576	31,576	33,629	31,724		(148)		(148)		31,576			.0	.654	..10/15/2032	1
31394X-SN-7	FHLMC		06/01/2012	PAYDOWN		60,369	60,369	62,708	65,302		(4,933)		(4,933)		60,369			.0	.149	..09/15/2029	1
31395E-NK-9	FHLMC		06/01/2012	PAYDOWN		11,207	11,207	11,690	11,483		(277)		(277)		11,207			.0	.230	..01/15/2032	1
31395E-OS-9	FHLMC		06/01/2012	PAYDOWN		13,929	13,929	14,825	13,972		(43)		(43)		13,929			.0	.309	..02/15/2033	1
31395F-NK-6	FHLMC		06/01/2012	PAYDOWN		7,136	7,136	7,509	7,189		(54)		(54)		7,136			.0	.131	..09/15/2024	1
31395M-DT-3	FHLMC		06/01/2012	PAYDOWN		34,436	34,436	36,449	34,707		(271)		(271)		34,436			.0	.724	..11/15/2033	1
31395M-GA-1	FHLMC		06/01/2012	PAYDOWN		15,529	15,529	16,493	15,568		(39)		(39)		15,529			.0	.358	..08/15/2033	1
31395M-SH-3	FHLMC		06/01/2012	PAYDOWN		11,009	11,009	11,948	11,110		(101)		(101)		11,009			.0	.251	..02/15/2035	1
31395M-Y8-6	FHLMC		06/01/2012	PAYDOWN		32,384	32,384	34,155	32,714		(330)		(330)		32,384			.0	.612	..07/15/2019	1
31395P-BR-2	FHLMC		06/01/2012	PAYDOWN		14,126	14,126	14,965	14,169		(42)		(42)		14,126			.0	.327	..07/15/2033	1
31395X-ZU-2	FHLMC		06/01/2012	PAYDOWN		6,759	6,759	7,123	6,768		(8)		(8)		6,759			.0	.162	..12/15/2034	1
31396Q-FC-8	FNMA		06/01/2012	PAYDOWN		11,872	11,872	12,458	11,938		(67)		(67)		11,872			.0	.230	..07/25/2039	1
31396Q-MN-6	FNMA		06/01/2012	PAYDOWN		5,649	5,649	6,150	5,710		(62)		(62)		5,649			.0	.121	..05/25/2037	1
31396Q-TN-9	FNMA		06/01/2012	PAYDOWN		11,060	11,060	12,293	11,213		(153)		(153)		11,060			.0	.274	..05/25/2039	1
31396Y-H2-1	FNMA		06/01/2012	PAYDOWN		31,429	31,429	33,145	31,712		(283)		(283)		31,429			.0	.579	..09/25/2035	1
31397H-AG-3	FHLMC		06/01/2012	PAYDOWN		9,655	9,655	10,138	9,767		(111)		(111)		9,655			.0	.221	..01/15/2031	1
31397L-S7-5	FNMA		06/01/2012	PAYDOWN		1,668	1,668	1,805	1,680		(12)		(12)		1,668			.0	.35	..07/25/2019	1
31397N-L4-5	FNMA		06/01/2012	PAYDOWN		2,604	2,604	2,875	2,622		(19)		(19)		2,604			.0	.65	..06/25/2039	1
31398A-3F-7	FNMA		05/30/2012	196101		1,550,395	1,550,000	1,549,058	1,550,636		(791)		(791)		1,549,845			.550	.1,921	..08/23/2012	1
31398A-E2-4	FNMA		06/28/2012	VARIOUS		682,438	675,000	685,499	680,967		(2,216)		(2,216)		678,752		3,687	.550	.9,257	..02/22/2013	1
31398K-ZB-9	FHLMC		06/01/2012	PAYDOWN		9,279	9,279	9,705	9,346		(66)		(66)		9,279			.0	.178	..11/15/2038	1
31398P-CM-9	FNMA		06/25/2012	PAYDOWN		19,796	19,796	19,830	19,850		(54)		(54)		19,796			.0	.46	..04/25/2025	1
31398R-UH-6	FNMA		06/01/2012	PAYDOWN		11,051	11,051	11,548	11,109		(59)		(59)		11,051			.0	.206	..06/25/2040	1
31403D-DB-2	FNMA		06/01/2012	PAYDOWN		4,987	4,987	5,548	5,												

STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
00206R-AV-4	AT&T INC.		05/29/2012	DIR.		161,327	155,000	152,515	152,971		222		222		153,193		8,134	8,134	3,068	08/15/2015	1FE
00206R-BB-7	AT&T INC.		04/10/2012	8983105		477,725	480,000	479,659			14		14		479,674		(1,949)	(1,949)	700	02/13/2015	1FE
00440E-AG-2	ACE INA HLDG INC.		06/28/2012	JPMORGRE		76,308	70,000	77,294	74,621		(903)		(903)		73,718		2,590	2,590	2,216	06/15/2014	1FE
02005L-AC-8	ALLY AUTO REC.		06/15/2012	VARIOUS		312,491	311,875	312,990	312,965		(514)		(514)		312,451		.41	.41	1,872	07/15/2014	1FE
02005L-AD-6	ALLY AUTO REC.		06/27/2012	DBALEXBR		127,153	125,000	126,414	126,193		(222)		(222)		125,972		1,182	1,182	1,408	05/15/2015	1FE
02005R-AB-7	ALLY AUTO REC.		06/15/2012	PAYDOWN		9,891	9,891	9,885	9,890		1		1		9,891		.0	.0	46	01/15/2015	1FE
02006A-AC-1	ALLY AUTO REC.		06/27/2012	DIR.		114,271	113,000	112,993			1		1		112,993		1,278	1,278	244	04/15/2016	1FE
02209S-AC-7	ALTRIA GROUP		05/30/2012	2196101		165,729	150,000	181,295	169,413		(4,394)		(4,394)		165,020		710	710	7,225	11/10/2013	2FE
02364W-AF-2	AMERICA MOVL SAB D.	F	05/29/2012	6431105		64,366	60,000	67,072	64,579		(867)		(867)		63,712		653	653	2,466	03/01/2014	1FE
02580E-BV-4	AMERICAN EXPRESS BK.		05/29/2012	MATURED		350,000	350,000	344,386	348,852		1,148		1,148		350,000		.0	.0	574	05/29/2012	1FE
02580O-CY-3	AMERICAN EXPRESS		05/30/2012	DIR.		150,466	140,000	157,451	151,498		(2,893)		(2,893)		148,605		1,861	1,861	7,949	08/20/2013	1FE
02580O-DC-0	AMERICAN EXPRESS		04/10/2012	6624105		91,221	89,000	87,836	87,854		65		65		87,919		3,302	3,302	1,412	09/19/2016	1FE
026874-CA-3	AMERICAN INTL GR.		05/29/2012	5260202		41,353	40,000	39,628			47		47		39,674		1,679	1,679	1,218	09/15/2014	2FE
026874-CT-2	AMERN INTL GROUP		05/29/2012	2581200		70,441	70,000	69,891			4		4		69,895		546	546	403	03/20/2015	2FE
03064E-AC-0	AMERICREDIT AUTO REC.		06/08/2012	PAYDOWN		42,102	42,102	42,470	42,195		(93)		(93)		42,102		.0	.0	298	08/08/2014	1FE
03064N-AB-4	AMERICREDIT AUTO		06/08/2012	PAYDOWN		82,632	82,632	82,619	82,625		.8		.8		82,632		.0	.0	287	06/09/2014	1FE
03064N-AD-8	AMERICREDIT AUTO REC.		05/29/2012	2196101		151,248	150,000	149,989	149,990		(5)		(5)		149,984		1,264	1,264	1,161	10/08/2015	1FE
031162-BJ-8	AMGEN INC.		05/29/2012	9658104		60,776	60,000	59,987	59,987		2		2		59,989		.787	.787	628	11/15/2014	2FE
034863-AA-8	ANGLO AMERN CAP	F	05/29/2012	6431105		112,953	100,000	114,662	114,662		(584)		(584)		114,078		(1,125)	1,380	1,380	04/08/2014	2FE
035229-CY-7	ANHEUSER BUSCH INBEV.		05/29/2012	5260202		32,921	30,000	33,116	32,167		(288)		(288)		31,879		1,043	1,043	1,317	01/15/2015	1FE
03523T-AR-9	ANHEUSER BUSCH INBEV.		05/29/2012	9658104		71,065	70,000	71,376	70,648		(217)		(217)		70,431		635	635	1,191	03/26/2013	1FE
041239-CD-4	ARKLE MASTER	E	05/29/2012	751201		100,600	100,000	100,060			(921)		(921)		99,139		1,461	1,461	1,023	05/17/2060	1FE
04271A-AB-7	ARRAN RESIDENTIAL MT.	F	06/18/2012	VARIOUS		207,901	207,901	204,396	221,791		(17,303)		(17,303)		204,488		3,413	3,413	613	09/16/2056	1FE
04271G-AA-6	ARRAN RESIDENTIAL MTG.		05/29/2012	VARIOUS		218,403	217,951	217,951	217,951		.0		.0		217,951		452	452	1,941	11/19/2047	1FE
055650-BF-4	BP CAPITAL MKTS	F	06/27/2012	VARIOUS		238,666	225,000	240,296	234,756		(2,346)		(2,346)		232,410		6,256	6,256	6,978	11/07/2013	1FE
05947U-VN-5	BANC AMER COML MTG		05/29/2012	494105		350,573	330,000	351,347	351,120		(139)		(139)		350,981		(407)	(407)	8,002	07/10/2042	1FM
05950X-AB-2	BANC AMERICA		06/01/2012	PAYDOWN		13,372	13,861	13,371	13,371		.1		.1		13,372		.0	.0	297	09/10/2047	1FM
059512-AB-9	BANC AMER COML MTG		06/01/2012	PAYDOWN		45,805	45,805	48,133	44,287		1,518		1,518		45,805		.0	.0	1,247	06/10/2049	1FM
05966T-AH-0	BANCO SANTANDER	F	05/30/2012	DIR.		146,438	150,000	148,893	149,085		86		86		149,171		(2,733)	(2,733)	5,667	01/14/2016	2FE
060505-AR-5	BANK OF AMERICA		06/27/2012	FIRSTUCP		20,133	20,000	20,939	20,516		(361)		(361)		20,154		(21)	(21)	789	09/15/2012	1FE
060516-DY-2	BANK OF AMERICA		05/29/2012	DIR.		269,968	250,000	283,140	274,508		(4,173)		(4,173)		270,335		(368)	(368)	9,987	05/15/2014	1FE
06052J-AC-6	BANK AMERICA		06/15/2012	PAYDOWN		14,848	14,848	14,922	14,893		(46)		(46)		14,848		.0	.0	85	03/17/2014	1FE
06052W-AC-9	BANK AMER AUTO TR 20		06/15/2012	PAYDOWN		112,756	112,756	112,914	112,827		(72)		(72)		112,756		.0	.0	606	07/15/2014	1FE
06406H-BJ-7	BANK OF NEW YORK		05/29/2012	DIR.		103,283	100,000	106,698	103,956		(1,312)		(1,312)		102,644		639	639	2,988	04/01/2013	1FE
06406H-BQ-1	BANK NEW YORK INC ME		05/29/2012	5260202		73,657	70,000	69,910	69,935		.8		.8		69,943		3,714	3,714	935	06/18/2015	1FE
06406H-CC-1	BANK OF NEW YORK		06/26/2012	DIR.		60,326	60,000	59,945			6		6		59,951		375	375	256	02/20/2015	1FE
064159-AL-0	BANK OF NOVA SCOTIA	F	06/27/2012	FIRSTUCP		50,857	50,000	51,098			(47)		(47)		51,052		(195)	(195)	429	01/12/2015	1FE
06739F-GP-0	BARCLAYS BK PLC	F	06/27/2012	VARIOUS		302,355	300,000	304,316	302,757		(1,202)		(1,202)		301,556		799	799	6,858	01/23/2013	1FE
067901-AE-8	BARRICK GOLD	A	05/29/2012	514105		81,064	80,000	80,266	80,265		(44)		(44)		80,221		843	843		05/30/2014	1FE
084664-BD-2	BERSHIRE HATHAWAY		05/30/2012	DIR.		176,382	170,000	182,038	177,393		(2,229)		(2,229)		175,165		1,217	1,217	4,236	05/15/2013	1FE
10138W-AG-0	BOTTLING GROUP LLC		06/27/2012	FIRSTUCP		69,412	60,000	70,142	69,572		(1,081)		(1,081)		68,492		920	920	2,457	04/01/2016	1FE
111320-AB-3	BROADCOM		05/29/2012	2581200		60,685	60,000	59,885			26		26		59,911		773	773	525	11/01/2013	1FE
125094-AB-8	CDP FINL		05/29/2012	DIR.		262,158	250,000	252,330	251,563		(215)		(215)		251,348		10,810	10,810	3,875	11/25/2014	1FE
12513Y-AC-4	CITIGROUP COML MTG T		06/01/2012	PAYDOWN		22,367	22,367	22,286	22,487		(120)		(120)		22,367		.0	.0	1,820	12/11/2049	1FM
12619S-AC-0	CNH EQUIP TRUST		05/29/2012	VARIOUS		158,988	158,554	158,297	158,284		83		83		158,367		621	621	837	05/15/2015	1FE
136069-DF-5	CANADIAN IMPERIAL BK	A	05/30/2012	2196101		202,262	200,000	201,626	200,684		(266)		(266)		200,418		1,844	1,844	3,333	02/04/2013	1FE
136069-DS-7	CANADIAN IMPERIAL BK	A	06/27/2012	FIRSTUCP		25,907	25,000	25,135	25,120		(15)		(15)		25,106		801	801	323	12/11/2015	1FE
136385-AQ-4	CANADIAN NATL RES.	A	05/29/2012	6431105		20,202	20,000	19,980			3		3		19,984		219	219	157	11/14/2014	2FE
14040H-AJ-4	CAPITAL ONE FINL COR		05/29/2012	DIR.		85,038	80,000	88,198	84,623		(1,005)		(1,005)		83,618		1,420	1,420	2,722	11/15/2013	2FE
14040H-AX-3	CAPITAL ONE FINCL		05/29/2012	5668100		20,718	20,000	20,543			(28)		(28)		20,515		203	203	238	07/15/2016	2FE
14041N-CQ-2	CAP 1 MULTI ASSET		06/27/2012	SALOMON		114,313	100,000	110,234	109,380		(851)		(851)		108,529		5,783	5,783	2,721	12/15/2018	1FE
14313B-AD-0	CARMAX		05/29/2012	DIR.		142,888	140,000	144,200	143,514		(587)		(587)		142,927		(40)	(40)	1,810	12/15/2014	1FE
14313C-AC-0	CARMAX AUTO		06/15/2012	PAYDOWN		22,184	22,184	22,350	22,256		(72)		(72)		22,184		.0	.0	143	07/15/2014	1FE
14313E-AC-6	CARMAX AUTO		06/15/2012	PAYDOWN		23,224	23,224	23,369	23,270		(46)		(46)		23,224		.0	.0	136	02/16/2015	1FE
14912L-4F-5	CATERPILLAR FINL SVC		06/26/2012	DIR.		65,167	60,000	67,444	64,397		(1,001)		(1,001)		63,396		1,771	1,771	3,185	02/17/2014	1FE
14912L-4Q-1	CATERPILLAR FINL		06/27/2012	FIRSTUCP		81,045	80,000	79,970	79,984		.5		.5		79,984		1,061	1,061		12/20/2013	1FE
166754-AG-6	CHEVRON PHILLIPS		06/01/2012	CALLED		180,058	160,000	180,882	178,192		(3,018)		(3,018)		175,174		4,883	4,883	5,164	06/15/2014	2FE
171203-AC-6	CHRYSLER FINCL		06/15/2012	PAYDOWN		11,837	11,837	12,004	11,968		(131)		(131)		11,837		.0	.0	136	01/15/2016	1FE
17121D-AC-3	CHRYSLER FINL AUTO		05/29/2012	VARIOUS		205,11															

STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
17305E-CX-1...	CITIBANK CREDIT CARD ISSUANCE		05/29/2012	DIR...		244,932	215,000	236,247	232,718		(1,295)		(1,295)		231,422		13,510	13,510	5,787	11/20/2017	1FE
173067-GM-5...	CITIGROUP CMO		06/01/2012	PAYDOWN		3,639	3,639	3,655	3,641		(2)		(2)		3,639				70	05/15/2043	1FE
17308B-AH-1...	CITIBANK OMNI MASTER		05/16/2012	CALLED		995,000	995,000	1,006,716	1,006,319		(1,985)		(1,985)		1,004,333		(9,333)	(9,333)	9,914	05/15/2016	1FE
191216-AQ-3...	COCA COLA CO		05/15/2012	MATURED		400,000	400,000	400,000	400,000						400,000				1,071	05/15/2012	1FE
191216-AQ-4...	COCA COLA		05/29/2012	DIR		102,875	100,000	109,384	73,739		(850)		(850)		108,518		(5,643)	(5,643)	1,450	09/01/2016	1FE
20030N-AL-5...	COMCAST CORP		05/01/2012	2581200		174,194	150,000	172,266	169,913		(1,539)		(1,539)		168,374		5,820	5,820	5,630	03/15/2016	2FE
20046G-AC-2...	CMO COMM 2006-FL12		06/15/2012	PAYDOWN		4,443	4,443	4,326	4,438		5		5		4,443				5	12/15/2020	1FM
20272B-AJ-3...	COMMONWEALTH BK AUST	F	04/04/2012	9112105		259,369	245,000	261,596	255,966		(1,129)		(1,129)		254,837		4,533	4,533	5,632	08/13/2014	1FE
20825C-AS-3...	CONOCOPHILLIPS		06/27/2012	MERRILLP		79,702	75,000	81,004	54,109		(1,152)		(1,152)		79,732		(30)	(30)	2,652	02/01/2014	1FE
210518-BV-7...	CONSUMERS ENERGY		06/08/2012	CALLED		26,054	25,000	26,425			(414)		(414)		26,011		43	43	870	04/15/2013	1FE
21686C-AD-2...	COOP CENTRALE	F	06/26/2012	DIR		46,459	45,000	44,961			2		2		44,963		1,496	1,496	675	01/19/2017	1FE
21987B-AJ-7...	CHILE	F	05/29/2012	6431105		192,600	180,000	195,287	192,809		(1,867)		(1,867)		190,942		1,658	1,658	5,344	10/15/2014	1FE
22238H-GQ-7...	COUNTRYWIDE FINL COR		06/07/2012	MATURED		375,000	375,000	394,069	379,264		(4,264)		(4,264)						10,875	06/07/2012	1FE
223030-AJ-9...	COVIDIEN INTL FIN S	F	05/29/2012	514105		101,057	100,000	99,880	99,939		17		17		99,956		1,101	1,101	865	06/15/2013	1FE
223030-AM-2...	COVIDIEN INTL FIN	E	05/29/2012	4354105		79,995	80,000	79,974			2		2		79,977		18			05/29/2015	1FE
22545H-VM-7...	CREDIT SUISSE FIRST		06/01/2012	PAYDOWN		117,634	117,634	118,057	118,092		(458)		(458)		117,634				2,050	07/15/2037	1FM
22546Q-AA-5...	CREDIT SUISSE		05/29/2012	DIR		149,450	140,000	153,507	145,913		(1,729)		(1,729)		148,184		1,266	1,266	4,470	05/01/2014	1FE
22822R-AP-5...	CROWN CASTLE TOWERS		05/29/2012	DIR		104,906	100,000	107,482	105,445		(721)		(721)		104,724		182	182	2,086	01/15/2015	1FE
23305Q-AN-3...	DBUBS 2011-LC1		06/01/2012	PAYDOWN		1,144	1,144	1,152	1,145		(1)		(1)		1,144				50	06/01/2017	1FM
244199-BB-0...	DEERE & CO		06/27/2012	MILLENAD		88,930	80,000	92,000	88,794		(1,843)		(1,843)		86,951		1,978	1,978	3,768	04/25/2014	1FE
24702R-AP-6...	DELL INC		06/27/2012	MONTGOME		52,728	50,000	50,867	50,765		(85)		(85)		50,680		2,049	2,049	1,154	04/01/2016	1FE
2515A0-O3-0...	DEUTSCHE BANK	F	06/27/2012	BARCLAYF		145,699	140,000	145,939	144,500		(823)		(823)		143,676		2,023	2,023	4,687	08/18/2014	1FE
2515A1-4E-8...	DEUTSCHE BK	F	04/10/2012	6061105		186,804	185,000	189,734			(207)		(207)		189,527		(2,723)	(2,723)	1,537	01/11/2016	1FE
25459H-BC-8...	DIRECTV HLDGS		04/10/2012	6061105		199,720	200,000	199,792			0		0		199,792		(72)	(72)	467	03/15/2017	1FE
254683-AJ-4...	DISCOVER CARD EXECUT		06/15/2012	CALLED		355,000	355,000	361,102	359,472		(987)		(987)		358,485				2,808	12/15/2014	1FE
254683-AT-2...	DISCOVER CARD		05/29/2012	VARIOUS		494,814	495,000	494,888			(1)		(1)		494,886		(3,485)	(3,485)	1,254	08/15/2017	1FE
25468P-CQ-7...	DISNEY WALT CO		06/27/2012	FIRSTUCP		50,250	50,000	49,837	49,841		27		27		49,867				252	12/01/2014	1FE
282649-BW-1...	EKSPORTFINANS ASA	F	05/29/2012	8944407		117,874	120,000	121,702	120,803		(266)		(266)		120,536		(2,663)	(2,663)	1,494	04/02/2013	3FE
69141D-AA-3...	TURBO FINANCE	D	06/20/2012	PAYDOWN		43,300	43,300	48,530	42,425		(66)		(66)	2,243	43,300	(1,302)			462	01/20/2019	1FE
30224X-AA-2...	EXTENDED STAY AMER		06/01/2012	PAYDOWN		2,163	2,163	2,142	2,163				0		2,163				27	11/05/2027	1FM
31737U-AF-5...	FINANCE FOR DANISH I	F	05/30/2012	DIR		754,988	750,000	750,210	750,075		(38)		(38)		750,038		4,950	4,950	6,490	12/06/2012	1FE
34528Q-BM-5...	FORD CREDIT FLOORPLAN		05/29/2012	751201		310,388	310,000						0		310,000		388	388	1,591	01/15/2016	1FE
34529H-AC-7...	FORD CREDIT AUTO OWNER		06/15/2012	TRUST		60,561	60,561	60,968	60,783		(222)		(222)		60,561				379	01/15/2014	1FE
35177P-AS-6...	FRANCE TELECOM	F	06/26/2012	VARIOUS		212,629	202,000	215,112			(2,059)		(2,059)		213,053		(424)	(424)	3,845	07/08/2014	1FE
35177P-AU-1...	FRANCE TELECOM		06/29/2012	VARIOUS		150,494	150,000	152,762			(275)		(275)		152,486		(1,993)	(1,993)	2,411	09/16/2015	1FE
36158Y-HA-0...	GE CAP CMO		06/01/2012	PAYDOWN		46,371	46,371	48,661	46,642		(271)		(271)		46,371				1,084	12/10/2037	1FM
36159J-BL-4...	GE CAP CR CARD WASTE		04/16/2012	CALLED		100,000	100,000	102,750	102,040		(297)		(297)		101,743		(1,743)	(1,743)	807	04/15/2015	1FE
36159J-BM-2...	GENERAL ELECTRIC CAP		05/29/2012	DIR		552,234	550,000	570,061	566,390		(2,340)		(2,340)		564,050		(11,816)	(11,816)	9,302	07/15/2015	1FE
36228C-PT-4...	GS MTG SECS CORP		06/01/2012	PAYDOWN		418	418	423			(5)		(5)		418				2	01/10/2040	1FE
36233Z-AB-4...	GS MTG SEC		06/01/2012	PAYDOWN		85,045	85,045	85,443	85,051		(7)		(7)		85,045				2,322	11/10/2039	1FM
36962G-AC-5...	GENERAL ELEC CAP		06/27/2012	VARIOUS		667,811	615,000	678,812	661,153		(8,413)		(8,413)		652,740		15,071	15,071	20,878	05/13/2014	1FE
373334-JM-4...	GEORGIA POWER COMPANY		06/27/2012	FIRSTUCP		48,110	45,000	50,157	49,011		(1,074)		(1,074)		47,937				1,785	11/01/2013	1FE
38141E-A3-3...	GOLDMAN SACHS GROUP		06/27/2012	VARIOUS		561,805	530,000	573,791	560,089		(5,109)		(5,109)		554,980		6,825	6,825	17,957	05/01/2014	1FE
38141G-EA-8...	GOLDMAN SACHS		05/29/2012	2951403		10,314	10,000	10,353			(40)		(40)		10,313		2	2	194	01/15/2015	1FE
38141G-GT-5...	GOLDMAN SACHS		06/26/2012	VARIOUS		158,589	160,000	159,978			(4)		(4)		159,974		(1,386)	(1,386)	616	05/03/2015	1FE
396789-LG-2...	GREENWICH CAP		06/01/2012	PAYDOWN		14,963	14,963	15,048	14,978		(15)		(15)		14,963				377	04/10/2037	1FE
40429C-CT-7...	HSBC FIN CORP		05/30/2012	6061105		250,085	250,000	244,488	248,398		1,200		1,200		249,598		488	488	(1,316)	07/19/2012	1FE
40429C-FZ-0...	HSBC FINANCE	F	06/19/2012	MATURED		100,000	100,000	105,534	102,269		(2,269)		(2,269)		100,000				2,950	06/19/2012	1FE
42823G-AT-0...	HEWLETT-PACKARD CO		06/27/2012	SALOMON		26,854	25,000	28,061	27,495		(563)		(563)		26,933		(79)	(79)	1,268	03/01/2014	1FE
43812W-AC-1...	HONDA AUTO RECEIVABLES		06/15/2012	TRUST		5,721	5,721	5,775	5,773		(52)		(52)		5,721				55	05/15/2013	1FE
43813T-AD-5...	HONDA AUTO		06/27/2012	NOMURA		179,025	176,000	177,950	177,951		(3)		(3)		177,951		1,074	1,074	717	04/17/2017	1FE
441812-JY-1...	HSBC FINANCE CORPORA		05/15/2012	MATURED		275,000	275,000	295,303	278,977		(3,977)		(3,977)		275,000				9,625	05/15/2012	1FE
441812-KD-5...	HSBC FINANCE CORP		06/27/2012	FIRSTUCP		51,683	50,000	52,916	52,284		(728)		(728)		51,556		127	127	2,289	07/15/2013	1FE
44921A-AC-5...	HYUNDAI AUTO RECEIVABLES		06/15/2012	TRUST		8,819	8,819	8,902	8,885		(66)		(66)		8,819				74	08/15/2013	1FE
44923W-AC-5...	HYUNDAI AUTO		06/27/2012	VARIOUS		164,938	164,393	165,471	165,444		(541)		(541)		164,903		35	35	1,255	10/15/2014	1FE
44923W-AD-3...	HYUNDAI AUTO		05/29/2012	DIR		143,970	140,000	142,319	142,045		(199)		(199)		141,846		2,124	2,124	1,572	12/15/2016	1FE
45687A-AE-2...	INGERSOLL-RAND GLOBA		05/29/2012	6431105		68,465	60,000	73,643	68,395		(1,484)		(1,484)		66,911		1,554	1,554	3,578	04/15/2014	2FE
45920Q-GR-6...	INTL BUS MACH		05/29/2012	DIR		101,460	100,000	101,958	101,279		(394)		(394)		100,885		575	575	1,190	05/06/2013	1FE
46625H-DF-4...	JP MORGAN CHASE		05/29/2012	2196101		75,034	70,000	74,976	74,201		(441)		(441)		73,760		1,273	1,273	2,403	10/01/	

STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
46629P-AM-0..	JP MORGAN CHASE.....		06/01/2012..	PAYDOWN.....		11,436	11,436	11,700	11,458		(22)		(22)		11,436			.0	289	05/15/2047..	1FM..
478366-AM-9..	JOHNSON CONTROLS.....		06/27/2012..	MONTGOME.....		31,387	30,000	32,385	31,655		(475)		(475)		31,179		208	208	1,154	09/15/2013..	2FE..
532457-BE-7..	LILLY ELI & CO.....		05/30/2012..	5260202.....		212,300	200,000	216,954	211,428		(2,200)		(2,200)		209,228		3,072	3,072	6,253	03/06/2014..	1FE..
56501R-AA-4..	MANULIFE FINCL CORP.....	A	05/29/2012..	1182301.....		61,790	60,000	60,360	60,296		(32)		(32)		60,265		1,525	1,525	1,439	09/17/2015..	1FE..
587682-AC-9..	MERCEDES BENZ.....		06/28/2012..	VARIOUS.....		184,469	183,905	185,018	185,243		(708)		(708)		184,534		(65)	(65)	1,328	08/15/2014..	1FE..
59022H-CQ-3..	MERRILL LYNCH MBS.....		05/29/2012..	2493105.....		251,475	240,000	255,291	254,998		(145)		(145)		254,852		(3,377)	(3,377)	6,283	11/12/2035..	1FM..
59156R-AU-2..	METLIFE INC.....		04/09/2012..	8983105.....		212,720	180,000	208,647	204,529		(1,454)		(1,454)		203,074		9,646	9,646	4,421	06/01/2016..	1FE..
59217G-AC-3..	MET LIFE GLOBAL.....		06/27/2012..	MCDONALD.....		102,556	100,000	97,042	97,569		305		305		97,874		4,682	4,682	1,875	09/29/2015..	1FE..
59217G-AM-1..	METLIFE GLOBAL.....		05/29/2012..	DIR.....		100,670	100,000	99,815			22		22		99,837		833	833	789	01/09/2015..	1FE..
595620-AC-9..	MIDAMERICAN ENERGY C.....		06/11/2012..	VARIOUS.....		179,909	175,000	190,804	181,620		(2,762)		(2,762)		178,858		1,051	1,051	8,036	01/15/2013..	1FE..
606935-AF-1..	MERRILL LYNCH CMO.....		06/01/2012..	PAYDOWN.....		49,388	49,388	51,723	48,149		1,239		1,239		49,388			.0	992	02/12/2039..	1FE..
61745M-UC-5..	MORGAN STANLEY.....		06/01/2012..	PAYDOWN.....		24,036	24,036	24,447			(411)		(411)		24,036			.0	241	12/15/2041..	1FE..
61746B-CU-8..	MORGAN STANLEY.....		04/19/2012..	MATURED.....		150,000	150,000	149,752	149,942		.6		.6		149,948			.0	364	04/19/2012..	1FE..
61747W-AD-1..	MORGAN STANLEY.....		05/29/2012..	196101.....		97,721	100,000	97,993			351		351		98,344		(623)	(623)	2,452	01/24/2014..	1FE..
61747Y-CF-0..	MORGAN STANLEY.....		06/27/2012..	SCOT IAMC.....		144,847	140,000	153,096	149,666		(1,966)		(1,966)		147,700		(2,853)	(2,853)	5,273	05/13/2014..	1FE..
61747Y-CL-7..	MORGAN STANLEY.....		04/04/2012..	3331109.....		200,910	200,000	203,564	202,522		(220)		(220)		202,302		(1,392)	(1,392)	5,786	01/26/2015..	1FE..
61747Y-CQ-6..	MORGAN STANLEY.....		04/04/2012..	9254107.....		198,290	200,000	207,238	204,116		(800)		(800)		203,316		(5,026)	(5,026)	3,380	05/14/2013..	1FE..
61754K-AE-5..	MORGAN STANLEY CAP.....		06/01/2012..	PAYDOWN.....		5,364	5,364	5,759	5,365		(2)		(2)		5,364			.0	151	04/15/2049..	1FM..
62888U-AA-8..	NCUA GTD NTS TR.....		06/06/2012..	PAYDOWN.....		13,214	13,214	13,214	13,200		.14		.14		13,214			.0	33	10/06/2017..	1FE..
62888V-AB-4..	NCUA GTD.....		06/04/2012..	PAYDOWN.....		9,541	9,541	9,540	9,541		.0		.0		9,541			.0	73	10/07/2020..	1FE..
62888W-AB-2..	NCUA.....		06/06/2012..	DIR.....		3,785	3,785	3,785	3,785		.0		.0		3,785			.0	13	12/06/2020..	1FE..
629491-AA-9..	NYSE EURONEXT.....		06/28/2012..	DONALUFK.....		72,759	70,000	75,312	72,638		(865)		(865)		71,773		986	986	1,689	06/28/2013..	1FE..
64952W-BE-2..	NEW YORK LIFE GLOBAL.....		05/29/2012..	6431105.....		110,679	110,000	109,881			14		14		109,896		783	783	552	01/12/2015..	1FE..
65476H-AC-4..	NISSAN AUTO REC.....		06/27/2012..	DBALEXBR.....		110,688	110,000	109,966	109,970		.6		.6		109,976		711	711	700	02/15/2015..	1FE..
664397-AH-9..	NORTHEAST UTILITIES.....		05/29/2012..	5562105.....		130,274	130,000	130,000			.0		.0		130,000		274	274	309	09/20/2013..	2FE..
670346-AF-2..	NUCOR CORP.....		06/27/2012..	BNYCAP44.....		15,273	15,000	16,003	15,548		(295)		(295)		15,253		21	21	433	12/01/2012..	1FE..
68233J-AB-0..	ONCOR ELEC DELIVERY.....		06/18/2012..	CALLED.....		265,559	250,000	276,698	264,515		(3,988)		(3,988)		260,528		5,031	5,031	11,859	09/01/2013..	2FE..
68389X-AD-7..	ORACLE CORP.....		06/27/2012..	MONTGOME.....		51,775	50,000	53,883	52,856		(1,016)		(1,016)		51,640		136	136	1,746	04/15/2013..	1FE..
69371R-K5-4..	PACCAR FINCL.....		06/27/2012..	WARBURGD.....		33,309	33,000	32,994			.0		.0		32,994		315	315	166	03/15/2017..	1FE..
6944P0-AH-8..	PACIFIC LIFE GLOBAL.....		05/29/2012..	1182301.....		31,025	30,000	31,388	31,359		(437)		(437)		30,922		102	102	970	04/15/2013..	1FE..
71419G-AP-5..	PERM MASTER.....	F	05/29/2012..	8983105.....		200,560	200,000	199,280	199,280		(4,686)		(4,686)		194,594		5,966	5,966	2,056	07/15/2042..	1FE..
74005P-AQ-7..	PRAXAIR INC.....		06/27/2012..	FIRSTUCP.....		49,730	45,000	50,454	50,253		(892)		(892)		49,361		370	370	1,470	11/15/2014..	1FE..
74251V-AB-8..	PRINCIPAL FINL.....		05/29/2012..	514105.....		44,570	40,000	45,240	40,530		(710)		(710)		44,530		40	40	1,715	05/15/2014..	1FE..
744320-BE-4..	PRUDENTIAL FINL INC.....		06/26/2012..	DIR.....		35,797	35,000	37,215	35,910		(430)		(430)		35,480		317	317	1,347	01/15/2013..	2FE..
744320-BK-0..	PRUDENTIAL FINL INC.....		05/29/2012..	514105.....		91,002	90,000	90,751	90,311		(126)		(126)		90,185		816	816	2,179	01/14/2013..	2FE..
767201-AF-3..	RIO TINTO FIN USA L.....	F	05/29/2012..	6431105.....		91,610	80,000	98,985	92,579		(2,202)		(2,202)		90,377		1,234	1,234	4,177	05/01/2014..	1FE..
77509N-AH-6..	ROGERS CABLE INC.....	A	05/29/2012..	514105.....		84,358	80,000	88,652	84,384		(1,240)		(1,240)		83,144		1,214	1,214	2,306	06/15/2013..	2FE..
78010X-AF-8..	ROYAL BK SCOTLAND PL.....	F	05/30/2012..	DIR.....		150,045	150,000	150,000	150,000		.0		.0		150,000		45	45	2,354	08/23/2013..	1FE..
78387G-AF-8..	SBC COMMUNICATIONS.....		06/26/2012..	DIR.....		65,461	60,000	66,283	65,285		(947)		(947)		64,337		1,123	1,123	2,414	09/15/2014..	1FE..
784419-AD-5..	SLC PRIV STUDENT.....		04/15/2012..	PAYDOWN.....		30,021	30,021	28,547	30,021		.0		.0		30,021			.0	92	01/15/2019..	1FE..
784426-SN-7..	SLM STUDENT LN TR.....		05/29/2012..	VARIOUS.....		111,584	111,584	111,672	111,672		151		151		111,824		(240)	(240)	587	07/27/2020..	1FE..
78443C-BM-5..	SLM PRIVATE CR.....		06/15/2012..	PAYDOWN.....		11,552	11,552	11,066	11,611		(59)		(59)		11,552			.0	42	06/15/2021..	1FE..
784450-AA-9..	SLM PRIVATE ED LN TR.....		05/29/2012..	VARIOUS.....		104,578	104,254	104,254	104,254		.0		.0		104,254		323	323	912	12/15/2017..	1FE..
78446X-AA-3..	SLM PRIVATE ED.....		06/15/2012..	PAYDOWN.....		9,159	9,159	9,159			.0		.0		9,159			.0	14	01/18/2022..	1FE..
784657-AE-8..	SSIF NEV LTD PART.....		05/30/2012..	9254107.....		149,333	150,000	150,000	150,000		.0		.0		150,000		(668)	(668)	1,149	04/14/2014..	1FE..
78573A-AB-6..	SABMILLER HLDGS.....		04/05/2012..	5601205.....		206,902	205,000	204,608			12		12		204,621		2,282	2,282	1,172	01/15/2017..	2FE..
801060-AA-2..	SANOFI.....		06/27/2012..	JEFFERBD.....		15,168	15,000	14,982	14,983		.3		.3		14,986		182	182	135	09/30/2014..	1FE..
80282D-AB-8..	SANTANDER DRIVE AUTO.....		04/15/2012..	PAYDOWN.....		8,175	8,175	8,194	8,206		(32)		(32)		8,175			.0	37	03/15/2013..	1FE..
80282D-AC-6..	SANTANDER DRIVE.....		06/15/2012..	PAYDOWN.....		14,837	14,837	14,962	14,857		(20)		(20)		14,837			.0	118	11/17/2014..	1FE..
80282F-AC-1..	SANTANDER DRIVE AUTO.....		04/04/2012..	2196101.....		63,600	63,531	63,529	63,529		.1		.1		63,530		.71	.71	278	08/15/2013..	1FE..
80282F-AE-7..	SANTANDER DR AUTO.....		05/29/2012..	DIR.....		403,407	400,000	402,625	402,105		(349)		(349)		401,756		1,291	1,291	3,355	11/15/2014..	1FE..
80282F-AG-2..	SANTANDER DRIVE AUTO.....		04/04/2012..	196101.....		224,735	220,000	223,678	223,723		(252)		(252)		223,471		1,265	1,265	1,680	06/15/2017..	1FE..
80282G-AD-7..	SANTANDER DRIVE AUTO.....		05/29/2012..	196101.....		453,217	450,000	449,935	449,952		(19)		(19)		449,933		3,284	3,284	4,648	12/15/2014..	1FE..
80282L-AC-8..	SANTANDER DRIVE.....		06/15/2012..	PAYDOWN.....		17,546	17,546	17,545			.0		.0		17,546			.0	225	05/15/2017..	2FE..
80282M-AB-8..	SANTANDER ABS.....		06/15/2012..	PAYDOWN.....		9,342	9,342	9,341			.0		.0		9,342			.0	64	08/15/2016..	1FE..
80282M-AC-6..	SANTANDER ABS.....		06/15/2012..	PAYDOWN.....		10,326	10,326	10,326	10,326		.0		.0		10,326			.0	86	08/15/2016..	1FE..
822582-AP-7..	SHELL INTL FIN B V.....	F	06/22/2012..	MATURED.....		450,000	450,000	450,000	450,000		.0		.0		450,000			.0	1,994	06/22/2012..	1FE..
822582-AQ-5..	SHELL INTL FIN B V.....	F	06/27/2012..	JEFFERBD.....																	

## E05.5

## E05.5

## E05.5

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## E06

[illegible]

(a)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

## EO7

## EO7

EO7

EO7EO7EO7

**STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan**

## SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

[illegible]

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

**STATEMENT AS OF JUNE 30, 2012 OF THE Health Alliance Plan of Michigan**

## SCHEDULE E - PART 1 - CASH

[illegible]

## SCHEDULE E - PART 2 - CASH EQUIVALENTS

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total Cash Equivalents					0	0	0